

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

Filing Date: **1995-05-10**
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FILER

QUAKER OATS CO

CIK: **81371** | IRS No.: **361655315** | State of Incorporation: **NJ** | Fiscal Year End: **0630**
Type: **424B3** | Act: **33** | File No.: **033-33253** | Film No.: **95535996**
SIC: **2000** Food and kindred products

Business Address
321 N CLARK ST
PO BOX 9001
CHICAGO IL 60610
3122228503

Rule 424(B)(3)
Registration No. 33-33253

PRICING SUPPLEMENT NO. 12 DATED MAY 5, 1995
TO PROSPECTUS DATED APRIL 21, 1995 AND PROSPECTUS SUPPLEMENT DATED APRIL 21, 1995

THE QUAKER OATS COMPANY
MEDIUM TERM NOTES, SERIES D
(FIXED RATE)

Principal Amount: \$6,000,000 Issue Date: MAY 12, 1995
Issue Price: 100% Stated Maturity: JULY 15, 2021
Commission of Selling Agents: \$45,000 Specified Currency: U.S. Dollars
Net Proceeds to Issuer: \$5,955,000 Form: Global
Interest Rate: 7.75% Certificated
Selling Agents: GOLDMAN SACHS
Trade Date: MAY 5, 1995

Interest Payment Dates: <input checked="" type="checkbox"/> As specified in Prospectus Supplement <input type="checkbox"/> Other (specify) _____	Amortizing Notes: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Regular Record Date: <input checked="" type="checkbox"/> As specified in Prospectus Supplement <input type="checkbox"/> Other (specify) _____	Each payment of principal of, and interest on, the Notes will be made: <input type="checkbox"/> Quarterly <input type="checkbox"/> Semiannually
Original Issue Discount Note: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Interest rate may be reset: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Original Issue Discount: _____ % Yield to Maturity: _____ %	Terms of reset: Redemption Information:
Repurchase Price (for Discount Securities):	Repayment Information:
Other Provisions:	

The aggregate principal amount of this offering is U.S. \$6,000,000 and relates only to Pricing Supplement No. 12. Medium-Term Notes, Series D, may be issued by the Company in the aggregate principal amount of up to U.S. \$400,000,000 or the equivalent in foreign currencies or foreign currency units. To date, including this offering, an aggregate of U.S. \$91,000,000 or the equivalent in foreign currency or foreign currency units of Medium-Term Notes, Series D, have been issued.

TYPE OF SALE: <input checked="" type="checkbox"/> As Agent <input type="checkbox"/> As Principal	IF PRINCIPAL TRANSACTION, REOFFERING AT: <input type="checkbox"/> varying prices related to prevailing market prices at the time of resale <input type="checkbox"/> fixed public offering price of _____ % of Principal Amount
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[Insert additional tax disclosure, if necessary]