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Pricing Supplement

To Prospectus dated December 20, 2012 and
Prospectus Supplement dated December 20, 2012



United Mexican States

U.S. \$110,000,000,000 Global Medium-Term Notes, Series A
Due Nine Months or More From Date of Issue

U.S. \$1,500,000,000 4.750% Global Notes due 2044

The notes will mature on March 8, 2044.

Mexico will pay interest on the notes on March 8 and September 8 of each year, commencing on March 8, 2013. Mexico may redeem the notes in whole or in part before maturity, at par plus the Make-Whole Amount and accrued interest, as described herein. The notes will not be entitled to the benefit of any sinking fund.

The notes will contain provisions regarding acceleration and future modifications to their terms that differ from those applicable to Mexico's outstanding public external indebtedness issued prior to March 3, 2003. Under these provisions, which are described beginning on page 7 of the accompanying prospectus dated December 20, 2012, Mexico may amend the payment provisions of the notes with the consent of the holders of 75% of the aggregate principal amount of the outstanding notes.

The notes will be consolidated and form a singles series with, and be fungible with, the outstanding U.S. \$2,963,324,000 4.750% Global Notes due 2044 (CUSIP No. 91086QBB3, ISIN US91086QBB32, Common Code 75647727), previously issued by Mexico.

Mexico will apply to list the notes on the Luxembourg Stock Exchange and to have the notes admitted to trading on the Euro MTF market of the Luxembourg Stock Exchange.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or determined whether this pricing supplement or the related prospectus supplement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes have not been and will not be registered with the National Securities Registry maintained by the Mexican National Banking and Securities Commission ("CNBV"), and therefore may not be offered or sold publicly in Mexico. The notes may be offered or sold to qualified and institutional investors in Mexico, pursuant to the private placement exemption set forth under Article 8 of the Mexican Securities Market Law. As required under the Mexican Securities Market Law, Mexico will give notice to the CNBV of the offering of the notes under the terms set forth herein. Such notice will be submitted to the CNBV to comply with the Mexican Securities Market Law, and for informational purposes only. The delivery to, and receipt by, the CNBV of such notice does not certify the solvency of Mexico, the investment quality of the notes, or that the information contained in this pricing supplement, the prospectus supplement or the prospectus is accurate or complete. Mexico has prepared this pricing supplement and is solely responsible for its content, and the CNBV has not reviewed or authorized such content.

	Price to Public ⁽¹⁾	Underwriting Discounts	Proceeds to Mexico, before expenses ⁽¹⁾
Per note	109.615%	0.20%	109.415%
Total	U.S. \$1,644,225,000	U.S. \$3,000,000	U.S. \$1,641,225,000

- (1) Plus accrued interest totaling U.S.\$24,145,833.33 for the period from September 8, 2012 to, but not including, January 10, 2013, and accrued interest, if any, from January 10, 2013, if settlement occurs after that date.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company (“DTC”), the Euroclear System (“Euroclear”) and Clearstream Banking, société anonyme, Luxembourg (“Clearstream, Luxembourg”) against payment on or about January 10, 2013.

Joint Lead Managers

Barclays

J.P. Morgan

January 7, 2013

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Mexico is a foreign sovereign state. Consequently, it may be difficult for investors to obtain or realize upon judgments of courts in the United States against Mexico. See “Risk Factors” in the accompanying prospectus supplement.

ABOUT THIS PRICING SUPPLEMENT

This pricing supplement supplements the accompanying prospectus supplement dated December 20, 2012, relating to Mexico's U.S. \$110,000,000,000 Global Medium-Term Note Program and the accompanying prospectus dated December 20, 2012 relating to Mexico's debt securities and warrants. If the information in this pricing supplement differs from the information contained in the prospectus supplement or the prospectus, you should rely on the information in this pricing supplement.

You should read this pricing supplement along with the accompanying prospectus supplement and prospectus. All three documents contain information you should consider when making your investment decision. You should rely only on the information provided or incorporated by reference in this pricing supplement, the prospectus and the prospectus supplement. Mexico has not authorized anyone else to provide you with different information. Mexico and the managers are offering to sell the notes and seeking offers to buy the notes only in jurisdictions where it is lawful to do so. The information contained in this pricing supplement and the accompanying prospectus supplement and prospectus is current only as of its date.

Mexico is furnishing this pricing supplement, the prospectus supplement and the prospectus solely for use by prospective investors in connection with their consideration of a purchase of the notes. Mexico confirms that:

the information contained in this pricing supplement and the accompanying prospectus supplement and prospectus is true and correct in all material respects and is not misleading;

it has not omitted other facts, the omission of which makes this pricing supplement and the accompanying prospectus supplement and prospectus as a whole misleading; and

it accepts responsibility for the information it has provided in this pricing supplement and the accompanying prospectus supplement and prospectus.

IN CONNECTION WITH THIS OFFERING, BARCLAYS CAPITAL INC. (THE "STABILIZING MANAGER"), OR ANY PERSONS ACTING ON BEHALF OF THE STABILIZING MANAGER, MAY OVER-ALLOT OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, THERE IS NO ASSURANCE THAT THE STABILIZING MANAGER, OR ANY PERSON ACTING ON BEHALF OF THE STABILIZING MANAGER, WILL UNDERTAKE STABILIZATION ACTION. ANY STABILIZATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE FINAL TERMS OF THE OFFER OF THE NOTES IS MADE AND, IF BEGUN, MAY BE DISCONTINUED AT ANY TIME. STABILIZATION ACTIVITIES IN THE UNITED KINGDOM, IF ANY, MUST BE BROUGHT TO AN END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES. THIS SUPPLEMENTS THE STABILIZATION PROVISION IN THE PROSPECTUS SUPPLEMENT DATED DECEMBER 20, 2012 ISSUED BY MEXICO.

This communication is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). The notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

USE OF PROCEEDS

The net proceeds to Mexico from the sale of the notes will be approximately U.S. \$1,641,125,000, after the deduction of the underwriting discount and Mexico's share of the expenses in connection with the sale of the notes, which are estimated to be approximately U.S. \$100,000, and excluding amounts paid in respect of accrued interest. Mexico intends to use the net proceeds of the sale of the notes for the general purposes of the Government of Mexico, including the refinancing, repurchase or retirement of domestic and external indebtedness of the Government. None of the managers shall have any responsibility for the application of the net proceeds of the notes.

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DESCRIPTION OF THE NOTES

Mexico will issue the notes under the fiscal agency agreement, dated as of September 1, 1992, as amended, between Mexico and Citibank, N.A., as fiscal agent. The information contained in this section and in the prospectus supplement and the prospectus summarizes some of the terms of the notes and the fiscal agency agreement. This summary does not contain all of the information that may be important to you as a potential investor in the notes. You should read the fiscal agency agreement and the form of the notes before making your investment decision. Mexico has filed or will file copies of these documents with the SEC and will also file copies of these documents at the offices of the fiscal agent and the paying agents.

Aggregate Principal Amount:	U.S. \$1,500,000,000
Issue Price:	109.615%, plus accrued interest from September 8, 2012
Issue Date:	January 10, 2013
Maturity Date:	March 8, 2044
Specified Currency:	U.S. dollars
Authorized Denominations:	U.S. \$2,000 and integral multiples thereof
Form:	Registered; Book-Entry through the facilities of DTC, Euroclear and Clearstream, Luxembourg.
Interest Rate:	4.750% per year, accruing from September 8, 2012
Interest Payment Dates:	Semi-annually on March 8 and September 8 of each year, commencing on March 8, 2013
Regular Record Dates:	The March 1 or September 1 of each year preceding the relevant interest payment date
Optional Redemption:	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Mexico will have the right at its option, upon giving not less than 30 days' notice, to redeem the notes, in whole or in part, at any time or from time to time prior to their maturity, at a redemption price equal to the principal amount thereof, plus the Make-Whole Amount (as defined below), plus accrued interest on the principal amount of such notes to the date of redemption. "Make-Whole Amount" means the excess of (i) the sum of the present values of each remaining scheduled payment of principal and interest on the notes to be redeemed (exclusive of interest accrued to the date of redemption), discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 25 basis points over (ii) the principal amount of the notes.

“Treasury Rate” means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity or interpolated maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

“Comparable Treasury Issue” means the United States Treasury security or securities selected by an Independent Investment Banker (as defined below) as having an actual or interpolated maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of investment grade debt securities of a comparable maturity to the remaining term of such notes.

“Independent Investment Banker” means one of the Reference Treasury Dealers (as defined below) appointed by Mexico.

“Comparable Treasury Price” means, with respect to any redemption date, (i) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotation or (ii) if Mexico obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

“Reference Treasury Dealer” means each of Citigroup Global Markets Inc., HSBC Securities (USA) Inc., Barclays Capital Inc., J.P. Morgan Securities LLC or their respective affiliates which are primary United States government securities dealers and their respective successors, and two other Primary Treasury Dealers (as below defined) selected by Mexico; *provided* that if any of the foregoing shall cease to be a primary United States government securities dealer in the City of New York (a “Primary Treasury Dealer”), Mexico will substitute therefor another Primary Treasury Dealer.

“Reference Treasury Dealer Quotation” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by Mexico, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to Mexico by such Reference Treasury Dealer at 3:30 pm New York time on the third business day preceding such redemption date.

Fungibility:

The notes will be consolidated and form a single series with, and be fully fungible with, Mexico’s outstanding U.S. \$2,963,324,000 4.750% Global Notes due 2044 (CUSIP No. 91086QBB3, ISIN US91086QBB32, Common Code 75647727).

Optional Repayment:

Yes No

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Indexed Note: Yes No

Foreign Currency Note: Yes No

Managers: Barclays Capital Inc.
J.P. Morgan Securities LLC

Listing: Mexico will apply to list the notes on the Luxembourg Stock Exchange.

Trading: Mexico will apply to have the notes admitted to trading on the Euro MTF market of the Luxembourg Stock Exchange.

Securities Codes:

CUSIP: 91086QBB3

ISIN: US91086QBB32

Common Code: 75647727

Fiscal Agent, Principal Paying Agent,
Calculation Agent, Transfer Agent,
Registrar and Authenticating Agent: Citibank, N.A.

Luxembourg Paying and Transfer Agent: KBL European Private Bankers S.A.

Further Issues: Mexico may, without the consent of the holders, issue additional notes that may form a single series of notes with the outstanding notes, provided that such additional notes do not have, for purposes of U.S. federal income taxation, a greater amount of original issue discount than the notes have as of the date of the issue of such additional notes.

Governing Law: New York, except that all matters governing authorization and execution of the notes by Mexico will be governed by the law of Mexico.

Additional Provisions: The notes will contain provisions regarding acceleration and future modifications to their terms that differ from those applicable to Mexico's outstanding public external indebtedness issued prior to March 3, 2003. Those provisions are described beginning on page 7 of the accompanying prospectus dated December 20, 2012.

RECENT DEVELOPMENTS

The information in this section supplements the information about Mexico corresponding to the headings below that is contained in Exhibit D to Mexico's annual report on Form 18-K, as amended, for the fiscal year ended December 31, 2011. To the extent that the information included in this section differs from the information set forth in the annual report, you should rely on the information in this section.

The Economy

Interest Rates

During 2012, interest rates on 28-day Treasury bills (*Cetes*) averaged 4.2% and interest rates on 91-day *Cetes* averaged 4.4%, which were the same as the rates recorded during 2011. On January 3, 2013, the 28-day *Cetes* rate was 4.0% and the 91-day *Cetes* rate was 4.2%.

Unemployment Rate

At November 30, 2012, the unemployment rate was 5.1%, as compared to an unemployment rate of 4.5% at December 31, 2011.

Public Administration Law Reform

On January 2, 2013, amendments to the Organic Law of the Federal Public Administration were published in the *Diario Oficial de la Federación* (Official Gazette of the Federation). These amendments included, among others, the following reforms:

the *Secretaría de Gobernación* (Ministry of the Interior) was granted the authority to coordinate the efforts of the other Ministries in order to accomplish the President's directives and policies, and to convene cabinet meetings, subject to approval by the President;

the *Secretaría de Seguridad Pública* (Ministry of Public Security) was dissolved, and the authority to coordinate and supervise programs pertaining to public security, the federal police, the federal penitentiary system, victims assistance, crime prevention and criminal data and intelligence was transferred to the Ministry of the Interior;

the name of the *Secretaría de la Reforma Agraria* (Ministry of Agrarian Reform) was changed to *Secretaría de Desarrollo Agrario, Territorial y Urbano* (Ministry of Agrarian, Territorial and Urban Development);

the *Secretaría de la Función Pública* (General Comptroller's Office of the Government) was dissolved, and the responsibilities of internal accountability, internal management control systems, public service development, public leases, acquisitions and projects, human resources and salary policies and federal real-estate policies with respect to the administration of federal property were conferred to the *Secretaría de Hacienda y Crédito Público* (Ministry of Finance and Public Credit); and

the *Secretaría de Desarrollo Social* (Ministry of Social Development) was granted authority to coordinate and supervise programs and policies to prevent and reduce poverty, to promote children's rights, elderly rights, family unity and develop stronger social infrastructures.

The dissolution of the General Comptroller's Office of the Government and the transfer of its authority to the Ministry of Finance and Public Credit are subject to the approval of a bill that will amend the Political Constitution of the United Mexican States and create an independent entity to carry out the activities previously conducted by the General Comptroller's Office of the Government. Congress will be expected to revise the internal accountability and management control systems so that they are consistent with the level of authority and responsibility conferred upon the new entity. Prior to the approval of this bill, the General Comptroller's Office of the Government will continue to act under its existing mandate.

Financial System

Central Bank and Monetary Policy

At November 30, 2012, the M1 money supply was 8.0% greater in real terms, as compared to the level at November 30, 2011. The amount of bills and coins held by the public at November 30, 2012 was 9.2% greater in real terms than at November 30, 2011, while the aggregate amount of checking account deposits denominated in pesos at November 30, 2012 was 2.2% higher in real terms than at November 30, 2011.

At November 30, 2012, financial savings were 11.5% greater in real terms than financial savings at November 30, 2011. Savings generated by Mexican residents increased by 5.4% and savings generated by non-residents increased by 50.9%, in each case real terms and as compared to their respective levels at November 30, 2011.

At December 31, 2012, the monetary base totaled Ps. 846.0 billion, a 10.8% nominal increase from the level of Ps. 763.5 billion at December 31, 2011.

The minimum overnight funding rate, which is *Banco de México*'s primary monetary policy instrument, was reduced from 8.25% to 7.75% on January 16, 2009, to 7.50% on February 20, 2009, to 6.75% on March 20, 2009, to 6.00% on April 17, 2009, to 5.25% on May 15, 2009, to 4.75% on June 19, 2009 and to 4.50% on July 17, 2009. At January 3, 2013, the minimum overnight funding rate remained at 4.50%.

Banking Supervision and Support

On November 27, 2012, the *Comisión Nacional Bancaria y de Valores* (National Banking and Securities Commission, or CNBV) announced reforms to laws and regulations relevant to the Mexican banking industry. In accordance to the principles set forth by the Third Basel Accord (Basel III), these reforms establish, among other items, strict capital reserve requirements for Mexican banks to help ensure that they are able to withstand the type of stress experienced during the recent global financial crisis. The reforms went into effect in Mexico prior to the Basel III implementation date of January 1, 2013.

The Securities Market

The *Bolsa Mexicana de Valores* (BMV) publishes the *Índice de Precios y Cotizaciones* (Stock Market Index, or IPC) based on a group of the 35 most actively traded shares. At December 31, 2012, the IPC stood at 43,705.8 points, representing a 17.9% increase from the level as of December 31, 2011.

At January 4, 2013, the IPC stood at 44,562.3 points, representing a 2.0% increase from the level as of December 31, 2012.

External Sector of the Economy

Foreign Trade

According to preliminary figures, during the first eleven months of 2012, Mexico registered a trade deficit of U.S. \$0.8 billion, as compared to a trade deficit of U.S. \$1.5 billion for the same period of 2011. Merchandise exports increased by 6.4% during the first eleven months of 2012 to U.S. \$340.7 billion, as compared to U.S. \$320.2 billion for the same period of 2011. During the first eleven months of 2012, petroleum exports decreased by 4.6%, while non-petroleum exports increased by 8.5%, each as compared with the petroleum and

non-petroleum export totals, respectively, in the same period of 2011. Exports of manufactured goods, which represented 81.3% of total merchandise exports, increased by 8.3% during the first eleven months of 2012, as compared with exports of manufactured goods during the same period of 2011.

According to preliminary figures, during the first eleven months of 2012, total imports increased by 6.2%, to U.S. \$341.5 billion, as compared to U.S. \$321.7 billion for the same period of 2011. During the first eleven months of 2012, imports of intermediate goods increased by 5.7%, imports of capital goods increased by 11.4% and imports of consumer goods increased by 5.3%, in each case as compared to the same period of 2011.

Exchange Controls and Foreign Exchange Rates

During 2012, the average peso/dollar exchange rate was Ps. 13.1613 = U.S. \$1.00. The peso/U.S. dollar exchange rate announced by *Banco de México* on January 3, 2013 (which took effect on the second business day thereafter) was Ps. 12.7430 = U.S. \$1.00.

On November 29, 2011, the Foreign Exchange Commission announced that *Banco de México* would conduct an auction of U.S. \$400 million on each business day, at a peso/dollar exchange rate that is, at a minimum, 2.0% weaker than the peso/dollar exchange rate on the previous business day. The daily auction will result in a sale only when the exchange rate depreciates more than 2.0% against the previous day's exchange rate. This tool has been used in the past to promote liquidity in the foreign exchange market. From November 30, 2011 through January 2, 2013, the daily auctions resulted in a sale on only three different days, for a total amount of U.S. \$646 million.

At December 28, 2012, Mexico's international reserves totaled U.S. \$163.6 billion, an increase of U.S. \$21.1 billion as compared to international reserves at December 31, 2011. At December 28, 2012, the net international assets of *Banco de México* totaled U.S. \$166.5 billion, an increase of U.S. \$17.2 billion as compared to net international assets at December 31, 2011.

Public Finance

2013 Budget

On December 7, 2012, the President of Mexico submitted the proposed *Ley de Ingresos de la Federación para el Ejercicio Fiscal de 2013* (Federal Revenue Law for 2013, or the 2013 Revenue Law) and the proposed *Presupuesto de Egresos de la Federación para el Ejercicio Fiscal de 2013* (Federal Expenditure Budget for 2013, or the 2013 Expenditure Budget) to Congress for approval. The 2013 Revenue Law and the 2013 Expenditure Law were approved on December 13, 2012 and December 20, 2012, and were published in the Official Gazette of the Federation on December 17, 2012 and December 27, 2012, respectively (together, the 2013 Budget).

The 2013 Budget, as adopted by Congress, does not provide for a public sector budget deficit (excluding physical investments by PEMEX). The 2013 Budget provides an estimated weighted average Mexican crude oil export price of U.S. \$86.0 per barrel, which together with an estimated volume of oil exports of 1,183.5 thousand barrels per day, would result in approximately Ps. 1,243 billion of projected oil revenues for 2013.

The 2013 Budget, as approved by Congress, contemplates public sector budgetary revenues totaling Ps. 3,601.1 billion, a 5.1% increase in real terms as compared to public sector budgetary revenues estimated for the *Ley de Ingresos de la Federación para el Ejercicio Fiscal de 2012* (the Federal Revenue Law for 2012).

The 2013 Budget estimates that expenditures will total Ps. 3,601.1 billion (excluding estimated physical investment expenditures by PEMEX totaling Ps. 326.3 billion, a 3.0% increase in real terms as compared to the amount approved in the *Presupuesto de Egresos de la Federación para el Ejercicio Fiscal de 2012* (the Federal Expenditure Budget for 2012 and, together with the Federal Revenue Law for 2012, the 2012 Budget).

The 2013 Budget allows the Government to increase expenditures for social development by 3.6% and economic development by 3.0%, each as compared to the amounts budgeted for 2012.

The preliminary results for 2011 and the first nine months of 2012, as well as the budget assumptions and targets for the 2012 Budget and the 2013 Budget, are presented below.

**2011 and First Nine Months of 2012 Results;
2012 Budget and 2013 Budget Assumptions and Targets**

	2011		First Nine Months of	
	Results ⁽¹⁾	Budget ⁽²⁾	2012 Results ⁽³⁾	2013 Budget ⁽⁶⁾
Real GDP growth (%)	3.9%	3.3%	4.2%	3.5%
Increase in the national consumer price index (%)	3.8%	3.0%	2.1%	3.0%
Average export price of Mexican oil mix (U.S. \$/barrel)	\$101.00	\$84.90 ⁽⁴⁾	\$103.66	\$86.00
Current account deficit as % of GDP	(0.8)%	n.a.	(0.2)%	n.a.
Average exchange rate (Ps./\$1.00)	12.4	12.8	13.2	12.9
Average rate on 28-day <i>Cetes</i> (%)	4.2%	4.6%	4.3%	4.6%
Public sector balance as % of GDP ⁽⁵⁾	(2.5)%	(2.4)%	(1.1)%	0.0%
Primary balance as % of GDP ⁽⁵⁾	(0.5)%	(0.3)%	0.2%	n.a.

n.a. = Not available.

- (1) Preliminary. This note only applies to real GDP growth and figures expressed as a percentage of GDP, which are subject to periodic revision.
- (2) 2012 Budget figures represent budgetary estimates, based on the economic assumptions contained in the *Criterios Generales de Política Económica 2012* (General Economic Policy Guidelines for 2012) and in the *Programa Económico 2012* (Economic Program for 2012), and do not reflect actual results for the year or updated estimates of Mexico's 2012 economic results.
- (3) Preliminary.
- (4) The Mexican Government entered into hedging agreements to protect against the effects of a potential decline in oil prices with respect to the level that was assumed in the Federal Revenue Law for 2012. Therefore, the approved expenditures level should not be affected if the weighted average price of crude oil exported by PEMEX for the year falls below the price assumed in the 2012 Budget.
- (5) Includes the effect of expenditures related to the issuance of bonds pursuant to reforms to the ISSSTE Law and recognition as public sector debt of certain PIDIREGAS obligations, as discussed under "Revenues and Expenditures-General" below.
- (6) 2013 Budget figures represent budgetary estimates, based on the economic assumptions contained in the *Criterios Generales de Política Económica 2013* (General Economic Policy Guidelines for 2013) published in December 7, 2012 and in the *Programa Económico 2013* (Economic Program for 2013) published in December 26, 2012, as modified by the 2013 Budget adopted by the Mexican Congress.

Source: Ministry of Finance and Public Credit.

Public Debt

The 2013 Revenue Law authorizes the Government to incur up to Ps. 415 billion in internal net indebtedness, which corresponds to 2.5% of GDP and represents a 2.8% decrease as compared to the approved amount for the 2012 Budget. In addition, the 2013 Revenue Law authorizes the Government to incur up to U.S. \$7.0 billion in net external indebtedness, which includes financing from international financial organizations.

PLAN OF DISTRIBUTION

The managers severally have agreed to purchase, and Mexico has agreed to sell to them, the principal amount of notes listed opposite their names below. The terms agreement, dated as of January 7, 2013, between Mexico and the managers provides the terms and conditions that govern this purchase.

Managers	Principal Amount of Notes
Barclays Capital Inc.	U.S. \$ 750,000,000
J.P. Morgan Securities LLC	750,000,000
Total	U.S. \$ 1,500,000,000

Barclays Capital Inc. and J.P. Morgan Securities LLC are acting as joint lead managers and joint bookrunners in connection with the offering of the notes.

The managers plan to offer the notes directly to the public at the price set forth on the cover page of this pricing supplement. After the initial offering of the notes, the managers may vary the offering price and other selling terms.

The managers are offering the notes, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of the validity of the notes by counsel and other conditions contained in the terms agreement, such as the receipt by the managers of certificates of officials and legal opinions. The managers reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

In order to facilitate the offering of the notes, the managers (or, in the United Kingdom, an affiliate of Barclays Capital Inc.) may engage in transactions that stabilize, maintain or affect the price of the notes. In particular, the managers may:

- over-allot in connection with the offering (*i.e.*, apportion to dealers more of the notes than the managers have), creating a short position in the notes for their own accounts,
- bid for and purchase notes in the open market to cover over-allotments or to stabilize the price of the notes, or
- if the managers repurchase previously distributed notes, reclaim selling concessions which they gave to dealers when they sold the notes.

Any of these activities may stabilize or maintain the market price of the notes above independent market levels. The managers are not required to engage in these activities, but, if they do, they may discontinue them at any time. These transactions may be effected in the over-the-counter market or otherwise.

The managers and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The managers and their affiliates have engaged in and may in the future engage in other transactions with and perform services for Mexico for which they received or will receive customary fees and expenses. These transactions and services are carried out in the ordinary course of business. In the ordinary course of their various business activities, the managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. The managers and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The notes are being offered for sale in jurisdictions in North America, Europe and Asia where it is legal to make such offers. The managers have agreed that they will not offer or sell the notes, or distribute or publish any document or information relating to the notes, in any place without complying with the applicable laws and regulations of that place. If you receive this pricing supplement and the related prospectus supplement and prospectus, then you must comply with the applicable laws and regulations of the place where you (a) purchase, offer, sell or deliver the notes or (b) possess, distribute or publish any offering material relating to the notes. Your compliance with these laws and regulations will be at your own expense.

European Economic Area

In relation to each member state of the European Economic Area (Iceland, Norway and Liechtenstein in addition to the member states of the European Union) which has implemented the Prospectus Directive (as defined below) (each, a “Relevant Member State”), each manager has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “Relevant Implementation Date”) it has not made and will not make an offer of notes to the public in that Relevant Member State except that it may with effect from and including the Relevant Implementation Date, make an offer of such notes to the public in that Relevant Member State:

- (a) in (or in Germany, where the offer starts within) the period beginning on the date of publication of a prospectus in relation to those notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive and ending on the date which is 12 months after the date of such publication;
- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (c) at any time to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the relevant manager or managers nominated by Mexico for any such offer; or
- (d) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of notes to the public shall require Mexico or any manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an “offer of notes to the public” in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 Prospectus Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression “2010 PD Directive” means Directive 2010/73/EU.

The above selling restriction is in addition to any other selling restrictions set out below.

United Kingdom

Each manager has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (“FSMA”)) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA does not apply to Mexico; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

Italy

Each manager has acknowledged and agreed that no prospectus has been nor will be published in Italy in connection with the offering of the notes and that such offering has not been cleared by the Italian Securities Exchange Commission (*Commissione Nazionale per le Società e la Borsa*, the “CONSOB”) pursuant to Italian securities legislation and, accordingly, has represented and agreed that the notes may not and will not be offered, sold or delivered, nor may nor will copies of this pricing supplement, the accompanying prospectus supplement or prospectus or any other documents relating to the notes be distributed in Italy, in an offer to the public of financial products under the meaning of Article 1, paragraph 1, letter t) of the Italian Legislative Decree No. 58 of February 24, 1998 as amended (the “Consolidated Financial Act”) unless an exception applies. Therefore, each manager has acknowledged and agreed that the notes may only be offered, transferred or delivered within the territory of Italy: (a) to qualified investors (*investitori qualificati*), as defined in Article 26, paragraph 1, letter d) of CONSOB Regulation No. 16190 of October 29, 2007, as amended (the “Intermediaries Regulation”), pursuant to Article 100 of the Consolidated Financial Act and Article 34-*ter* of CONSOB Regulation No. 11971 of May 14, 1999, as amended (the “Issuers Regulation”); or (b) in any other circumstances where an express exemption from compliance with the restrictions on offers to the public applies, including, without limitation, as provided under Article 100 of the Financial Services Act and Article 34-*ter* of the Issuers Regulation.

Each manager has represented and agreed that any offer, sale or delivery of the notes or distribution of copies of this pricing supplement, the accompanying prospectus supplement or prospectus or any other document relating to the notes in Italy may and will be effected in accordance with all Italian securities, tax, exchange control and other applicable laws and regulations, and, in particular, will be: (i) made via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Consolidated Financial Act, the Issuers Regulation, the Intermediaries Regulation and Legislative Decree No. 385 of September 1, 1993 (the “Consolidated Banking Act”), all as amended; (ii) in compliance with Article 129 of the Consolidated Banking Act and the implementing guidelines of the Bank of Italy, as amended, pursuant to which the Bank of Italy may request information on the offering or issue of securities in Italy; and (iii) in compliance with any other applicable laws and regulations, including any conditions, limitations or requirements that may be, from time to time, imposed by the relevant Italian authorities concerning securities, tax matters and exchange controls.

Any investor purchasing the notes in the offering is solely responsible for ensuring that any offer or resale of the notes it purchases in the offering occurs in compliance with applicable Italian laws and regulations.

This pricing supplement, the accompanying prospectus supplement and prospectus and the information contained therein are intended only for the use of its recipient and, unless in circumstances which are exempted from the rules governing offers of securities to the public pursuant to Article 100 of the Consolidated Financial Act and Article 34-*ter*, of the Issuers Regulation is not to be distributed, for any reason, to any third party resident or located in Italy. No person resident or located in Italy other than the original recipients of this document may rely on it or its content.

Article 100-*bis* of the Consolidated Financial Act affects the transferability of the notes in Italy to the extent that any placement of notes is made solely with qualified investors and such notes are then systematically resold to non-qualified investors on the secondary market at any time in the 12 months following such placement. Should this occur without the publication of a prospectus, and outside of the scope of one of the exemptions referred to above, retail purchasers of notes may have their purchase declared null and void and claim damages from any intermediary which sold them the notes.

Hong Kong

The notes may not be offered or sold by means of any document other than (a) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong

Kong), or (b) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (c) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), and no advertisement, invitation or document relating to the notes may be issued, or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Japan

The notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended, the “Financial Instruments and Exchange Law”) and each manager has agreed that it will not offer or sell any notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Singapore

None of this pricing supplement, the accompanying prospectus supplement or prospectus or any other document relating to the notes has been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this pricing supplement, the accompanying prospectus supplement or prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

Mexico

The notes have not been and will not be registered with the National Securities Registry maintained by the Mexican National Banking and Securities Commission (“CNBV”), and therefore may not be offered or sold publicly in Mexico. The notes may be offered or sold to qualified and institutional investors in Mexico, pursuant to the private placement exemption set forth under Article 8 of the Mexican Securities Market Law. As required under the Mexican Securities Market Law, Mexico will give notice to the CNBV of the offering of the notes

under the terms set forth herein. Such notice will be submitted to the CNBV to comply with the Mexican Securities Market Law, and for informational purposes only. The delivery to, and receipt by, the CNBV of such notice does not certify the solvency of Mexico, the investment quality of the notes, or that the information contained in this pricing supplement or in the prospectus supplement or in the prospectus is accurate or complete. Mexico has prepared this pricing supplement and is solely responsible for its content, and the CNBV has not reviewed or authorized such content.

See “Plan of Distribution” in the prospectus supplement for additional restrictions on the offer and sale of the notes.

The terms relating to non-U.S. offerings that appear under “Plan of Distribution” in the prospectus do not apply to the offer and sale of the notes under this pricing supplement.

The net proceeds to Mexico from the sale of the notes will be approximately U.S. \$1,641,125,000, after the deduction of the underwriting discount and Mexico’s share of the expenses in connection with the sale of the notes, which are estimated to be approximately U.S. \$100,000.

The managers have agreed to pay for certain expenses in connection with the offering of the notes.

Mexico has agreed to indemnify the several managers against certain liabilities, including liabilities under the U.S. Securities Act of 1933, as amended.

NOTICE TO CANADIAN RESIDENTS

Resale Restrictions

The distribution of the notes in Canada is being made only on a private placement basis exempt from the requirement that Mexico prepare and file a prospectus with the securities regulatory authorities in each province where trades of the notes are made. Any resale of the notes in Canada must be made under applicable securities laws which will vary depending on the relevant jurisdiction, and which may require resales to be made under available statutory exemptions or under a discretionary exemption granted by the applicable Canadian securities regulatory authority. Purchasers are advised to seek legal advice prior to any resale of the notes.

Representations of Purchasers

By purchasing the notes in Canada and accepting a purchase confirmation a purchaser is representing to Mexico and the dealer from whom the purchase confirmation is received that:

the purchaser is entitled under applicable provincial securities laws to purchase the notes without the benefit of a prospectus qualified under those securities laws,

where required by law, that the purchaser is purchasing as principal and not as agent, and

the purchaser has reviewed the text above under Resale Restrictions.

Rights of Action – Ontario Purchasers Only

Under Ontario securities legislation, a purchaser who purchases a security offered by this pricing supplement during the period of distribution will have a statutory right of action for damages, or while still the owner of the notes, for rescission against Mexico in the event that this pricing supplement contains a misrepresentation. A purchaser will be deemed to have relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the notes. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the notes. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against Mexico. In no case will the amount recoverable in any action exceed the price at which the notes were offered to the purchaser and if the purchaser is shown to have purchased the notes with knowledge of the misrepresentation, Mexico will have no liability. In the case of an action for damages, Mexico will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the notes as a result of the misrepresentation relied upon. These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser. The foregoing is a summary of the rights available to an Ontario purchaser. Ontario purchasers should refer to the complete text of the relevant statutory provisions.

Taxation and Eligibility for Investment

Canadian purchasers of the notes should consult their own legal and tax advisors with respect to the tax consequences of an investment in the notes in their particular circumstances and about the eligibility of the notes for investment by the purchaser under relevant Canadian legislation.

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