**Directions**

Instructions Checklist

* **Step 1**

Bring a large pot of lightly salted water to a boil. Cook elbow macaroni in the boiling water, stirring occasionally until cooked through but firm to the bite, 8 minutes. Drain.

* **Step 2**

Melt butter in a saucepan over medium heat; stir in flour, salt, and pepper until smooth, about 5 minutes. Slowly pour milk into butter-flour mixture while continuously stirring until mixture is smooth and bubbling, about 5 minutes. Add Cheddar cheese to milk mixture and stir until cheese is melted, 2 to 4 minutes.

* **Step 3**

Fold macaroni into cheese sauce until coated.