

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-11**  
SEC Accession No. [0001225208-13-001380](#)

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### REPORTING OWNER

#### **VITTOR KENNETH M**

CIK: **1189441**

Type: **4** | Act: **34** | File No.: **001-01023** | Film No.: **13525718**

Mailing Address  
*1221 AVENUE OF THE  
AMERICAS  
NEW YORK NY 10020*

### ISSUER

#### **MCGRAW-HILL COMPANIES INC**

CIK: **64040** | IRS No.: **131026995** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
SIC: **2731** Books: publishing or publishing & printing

Mailing Address  
*1221 AVENUE OF THE  
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# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>VITTOR KENNETH M</b>			2. Issuer Name and Ticker or Trading Symbol <b>MCGRAW-HILL COMPANIES INC</b> [MHP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; General Counsel</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
1221 AVENUE OF THE AMERICAS			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>NEW YORK, NY 10020-1095</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2013		F	(D)	8,090	D	\$ 0	129,523	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Options (Right to Buy)	\$38.22						04/01/2005	03/31/2014	Common Stock	35,000	35,000	D	
Options (Right to Buy)	\$43.25						04/01/2006	03/31/2015	Common Stock	57,400	57,400	D	

Options (Right to Buy)	\$38.67							04/01/2009	03/31/2018	Common Stock	44,256		44,256	D	
Options (Right to Buy)	\$35.6							04/01/2011	03/31/2020	Common Stock	44,256		44,256	D	
Options (Right to Buy)	\$39.19							04/01/2012	03/31/2021	Common Stock	40,708		40,708	D	
Options (Right to Buy)	\$62.34							04/02/2008	04/01/2017	Common Stock	26,033		26,033	D	
Options (Right to Buy)	\$57.81							04/03/2007	04/02/2016	Common Stock	26,395		26,395	D	
Options (Right to Buy)	\$43.34							10/28/2005	03/31/2014	Common Stock	32,912		32,912	D	

**Explanation of Responses:**

1. Withholding of shares of Common Stock under the McGraw-Hill Companies' 2002 Stock Incentive Plan to satisfy withholding obligation in transaction exempt under and complying with Rule 16b-3.

**Signatures**

/s/ Kenneth M. Vittor

\*\* Signature of Reporting Person

01/11/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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