

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**
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(HTML Version on secdatabase.com)

REPORTING OWNER

MCGRAW HAROLD III

CIK: **1191761**

Type: **4** | Act: **34** | File No.: **001-01023** | Film No.: **13527724**

ISSUER

MCGRAW-HILL COMPANIES INC

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

Mailing Address
1221 AVENUE OF THE
AMERICAS
NEW YORK NY 10020

Business Address
1221 AVENUE OF THE
AMERICAS
NEW YORK NY 10020
2125122000

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

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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 MCGRAW HAROLD III			2. Issuer Name and Ticker or Trading Symbol MCGRAW-HILL COMPANIES INC [MHP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013			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) NEW YORK, NY 10020-1095								
(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	(L)	32,912	D	\$ 0	1,946,390.5858	D	
Common Stock								2,213,493.3	I	By The Harold W. McGraw III Trust
Common Stock								87,803	I	By Trust for Daughter
Common Stock								87,803	I	By Trust for Son

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)	\$47.82							02/03/2006	03/31/2013	Common Stock	298,410		298,410	D	
Options (Right to Buy)	\$56.43							03/23/2006	03/31/2012	Common Stock	277,637		277,637	D	
Options (Right to Buy)	\$56.43							03/23/2006	03/31/2014	Common Stock	167,004		167,004	D	
Options (Right to Buy)	\$38.22							04/01/2005	03/31/2014	Common Stock	204,000		204,000	D	
Options (Right to Buy)	\$43.25							04/01/2006	03/31/2015	Common Stock	334,600		334,600	D	
Options (Right to Buy)	\$38.67							04/01/2009	03/31/2018	Common Stock	323,662		323,662	D	
Options (Right to Buy)	\$22.99							04/01/2010	03/31/2019	Common Stock	323,662		323,662	D	
Options (Right to Buy)	\$35.6							04/01/2011	03/31/2020	Common Stock	323,662		323,662	D	
Options (Right to Buy)	\$39.19							04/01/2012	03/31/2021	Common Stock	222,170		222,170	D	
Options (Right to Buy)	\$62.34							04/02/2008	04/01/2017	Common Stock	191,670		191,670	D	
Options (Right to Buy)	\$57.81							04/03/2007	04/02/2016	Common Stock	196,058		196,058	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/ Harold McGraw III

** Signature of Reporting Person

01/14/2013

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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