

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**

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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
AMERICAS
NEW YORK NY 10020

Business Address
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NEW YORK NY 10020
2125122000

REPORTING OWNER

VITTOR KENNETH M

CIK: **1189441**
Type: **4** | Act: **34** | File No.: **001-01023** | Film No.: **05789505**

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FORM 4

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 VITTOR KENNETH M			2. Issuer Name and Ticker or Trading Symbol MCGRAW-HILL COMPANIES INC [MHP]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP & General Counsel	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005			
1221 AVENUE OF THE AMERICAS			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(Street) NEW YORK, NY 100201095						
(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	04/28/2005		M		17,750	A	\$67.77	75,539	D	
Common Stock	04/28/2005		M		16,750	A	\$56.23	92,289	D	
Common Stock	04/28/2005		M		17,500	A	\$76.44	109,789	D	
Common Stock	04/28/2005		E		13,878	D	\$86.68	95,911	D	
Common Stock	04/28/2005		E		1,788	D	\$86.68	94,123	D	
Common Stock	04/28/2005		E		10,866	D	\$86.68	83,257	D	
Common Stock	04/28/2005		E		2,910	D	\$86.68	80,347	D	
Common Stock	04/28/2005		E		15,433	D	\$86.68	64,914	D	
Common Stock	04/28/2005		E		1,023	D	\$86.68	63,891	D	
Common Stock	04/29/2005		S		1,000	D	\$87.2	62,891	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	(A)	(D)	Date Exercisable	Expiration Date					

											of Shares				
Options (Right to Buy)	\$67.77	04/28/2005		<u>M</u>		17,750	04/01/2003 ⁽¹⁾	03/31/2012	Common Stock	17,750	\$ 0	0	D		
Options (Right to Buy)	\$86.68	04/28/2005		<u>A</u>	15,666		10/28/2005	03/31/2012	Common Stock	15,666	\$ 0	15,666 ⁽²⁾	D		
Options (Right to Buy)	\$56.23	04/28/2005		<u>M</u>		16,750	04/01/2004 ⁽¹⁾	03/31/2013	Common Stock	16,750	\$ 0	0	D		
Options (Right to Buy)	\$86.68	04/28/2005		<u>A</u>	13,776		10/28/2005	03/31/2013	Common Stock	13,776	\$ 0	13,776 ⁽²⁾	D		
Options (Right to Buy)	\$76.44	04/28/2005		<u>M</u>		17,500	04/01/2005 ⁽¹⁾	03/31/2014	Common Stock	17,500	\$ 0	17,500 ⁽²⁾	D		
Options (Right to Buy)	\$86.68	04/28/2005		<u>A</u>	16,456		10/28/2005	03/31/2014	Common Stock	16,456	\$ 0	16,456 ⁽²⁾	D		
Options (Right to Buy)	\$44.3438						05/04/1999	01/01/2006	Common Stock	5,968		5,968 ⁽²⁾	D		
Options (Right to Buy)	\$54.9688						11/04/1999	01/01/2006	Common Stock	2,235		2,235 ⁽²⁾	D		
Options (Right to Buy)	\$54.9688						11/04/1999	01/01/2007	Common Stock	7,851		7,851 ⁽²⁾	D		
Options (Right to Buy)	\$59.4063						02/03/2001	01/01/2008	Common Stock	12,304		12,304 ⁽²⁾	D		
Options (Right to Buy)	\$59.4063						02/03/2001	01/03/2009	Common Stock	12,179		12,179 ⁽²⁾	D		
Options (Right to Buy)	\$64.42						10/23/2001	01/03/2009	Common Stock	11,648		11,648 ⁽²⁾	D		
Options (Right to Buy)	\$70.41						11/17/2001	01/02/2010	Common Stock	12,690		12,690 ⁽²⁾	D		
Options (Right to Buy)	\$74.75						02/28/2005	01/02/2010	Common Stock	12,246		12,246 ⁽²⁾	D		
Options (Right to Buy)	\$68.77						06/19/2004	04/01/2011	Common Stock	27,524		27,524 ⁽²⁾	D		
Options (Right to Buy)	\$74.75						02/28/2005	03/31/2012	Common Stock	13,445		13,445 ⁽²⁾	D		
Options (Right to Buy)	\$74.75						02/28/2005	03/31/2013	Common Stock	14,239		14,239 ⁽²⁾	D		
Options (Right to Buy)	\$86.5						04/01/2006 ⁽¹⁾	03/31/2015	Common Stock	28,700		28,700 ⁽²⁾	D		

Explanation of Responses:

1. The option becomes exercisable 50% on the first anniversary of the grant and 50% on the second anniversary of the grant.
2. Total derivative security amount shown includes options previously reported and reflects full amount of shares underlying options.

Signatures

/s/ Vittor, Kenneth M.

** Signature of Reporting Person

05/02/2005

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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