

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>BAHASH ROBERT J</b>		<b>MCGRAW-HILL COMPANIES INC [ MHP ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; Chief Financial Officer</b>	
(Last) (First) (Middle) <b>1221 AVENUE OF THE AMERICAS</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/23/2010</b>			
(Street) <b>NEW YORK, NY 10020-1095</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/23/2010		A		23879 <u>(1)</u>	A	\$34.3	476108	D	
Common Stock	2/23/2010		D		12025 <u>(2)</u>	D	\$0	464083	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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	Title	Amount or Number of Shares				
Options (Right to Buy)	\$45.14							6/23/2005	4/1/2011	Common Stock	77916	77916 <u>(3)</u>	D		
Options (Right to Buy)	\$45.14							6/23/2005	3/31/2012	Common Stock	87406	87406 <u>(3)</u>	D		
Options (Right to Buy)	\$45.14							6/23/2005	3/31/2013	Common Stock	41346	41346 <u>(3)</u>	D		
Options (Right to Buy)	\$50.81							2/3/2006	3/31/2013	Common Stock	42149	42149 <u>(3)</u>	D		
Options (Right to Buy)	\$43.25							4/1/2006	3/31/2015	Common Stock	93890	93890 <u>(3)</u>	D		
Options (Right to Buy)	\$50.81							5/3/2006	3/31/2014	Common Stock	50051	50051 <u>(3)</u>	D		
Options (Right to Buy)	\$57.81							4/3/2007	4/2/2016	Common Stock	46990	46990 <u>(3)</u>	D		
Options (Right to Buy)	\$62.34							4/2/2008	4/1/2017	Common Stock	47237	47237 <u>(3)</u>	D		
Options (Right to Buy)	\$38.67							4/1/2009	3/31/2018	Common Stock	81128	81128 <u>(3)</u>	D		
Options (Right to Buy)	\$22.99							4/1/2010	3/31/2019	Common Stock	81128	81128 <u>(3)</u>	D		

#### Explanation of Responses:

- (1) Represents acquisition of beneficial ownership due to the achievement of performance goal under performance share unit award.
- (2) Reflects forfeiture due to non-achievement of performance goal.
- (3) Total derivative security amount shown includes options previously reported and reflects full amount of shares underlying options.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>BAHASH ROBERT J</b> <b>1221 AVENUE OF THE AMERICAS</b> <b>NEW YORK, NY 10020-1095</b>			<b>EVP &amp; Chief Financial Officer</b>	
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**Signatures**

/s/ Robert J. Bahash

2/24/2010

\*\*Signature of Reporting Person

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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