

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**For Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

**The McGraw-Hill Companies, Inc.**

(Name of Registrant as Specified In Its Certificate)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Notes:  
Reg. §240.14a-101.  
SEC 1913 (3-99)

**The McGraw-Hill Companies to Enhance Corporate Governance Provisions**

***- To Recommend Annual Election of Directors  
and Removal of Supermajority Voting Provisions at 2010 Annual Meeting -***

New York, NY, April 17, 2009 – Harold McGraw III, Chairman of the Board, President and Chief Executive Officer of The McGraw-Hill Companies, Inc., (NYSE: MHP) announced today that following discussions with shareholders of the matters to be acted upon at the Annual Meeting of Shareholders to be held on April 29, 2009, he recommended to The McGraw-Hill Companies' Board of Directors that the Corporation eliminate its classified Board of Directors and the requirements in the Corporation's Certificate of Incorporation for supermajority votes to approve certain corporate actions.

At a Board of Directors' meeting held yesterday, the Board unanimously determined to recommend to shareholders at the 2010 Annual Meeting an amendment to the Corporation's Certificate of Incorporation to provide that all of the Directors be elected at each Annual Meeting, thereby eliminating the classified structure which results in one-third of the Directors being elected each year. Also, the Board unanimously determined to recommend at the 2010 Annual Meeting amendments to the Corporation's Certificate of Incorporation to eliminate the supermajority votes required for various corporate actions.

Commenting on the Board's actions, Mr. McGraw said: "We remain fully dedicated to driving shareholder value, and we believe that these actions demonstrate our commitment to be responsive to our shareholders and to maintain and enhance a corporate governance structure that serves the best interests of our shareholders."

**About The McGraw-Hill Companies:**

Founded in 1888, The McGraw-Hill Companies is a leading global information services provider meeting worldwide needs in the financial services, education and business information markets through leading brands including Standard & Poor's, McGraw-Hill Education, BusinessWeek and J.D. Power and Associates. The Corporation has more than 280 offices in 40 countries. Sales in 2008 were \$6.4 billion. Additional information is available at <http://www.mcgraw-hill.com>.

Investor Relations: [http://www.mcgraw-hill.com/investor\\_relations](http://www.mcgraw-hill.com/investor_relations)

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