

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5</p>
---	--	---

<p>1. Name and Address of Reporting Person *</p> <p><b>Ross, James H.</b></p> <p>(Last) (First) (Middle)</p> <p><b>National Grid Group plc</b> <b>15 Marylebone Road</b></p> <p>(Street)</p> <p>(City) (State) (Zip)</p> <p><b>U.K.</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>The McGraw-Hill Companies MHP</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p><b>January 2, 2003</b></p> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <span style="float:right">10% Owner</span> <input type="checkbox"/> Officer <span style="float:right">Other</span></p> <p>Officer/Other Description _____</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p>
---	---	--	--

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D   Price			
<b>Common Stock</b>	<b>01/02/2003</b>	<b>R  </b>	<b>13.9797   A  </b>	<b>3,151.0670 (1)</b>	<b>D</b>	

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).

(over)  
SEC 1474 (3-99)

**Ross, James H. - January 2003**

**Form 4 (continued)**

**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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code   V		(DE)   (ED)					
<b>Phantom Stock Units</b>	<b>\$0.0000</b>	<b>01/02/2003</b>	<b>A   V</b>	<b>(A) 863.67</b>	<b>(2)   (2)</b>	<b>Common Stock - 863.67</b>	<b>(3)</b>	<b>6,314.93</b>	<b>D</b>	

Explanation of Responses :

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

By: **Scott L. Bennett, Attorney-in-fact** 01-03-2003  
Date

\*\* Signature of Reporting Person

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

**Power of Attorney**

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Page 2  
SEC 1474 (3-99)

**Ross, James H. - January 2003**

**Form 4 (continued)**

**FOOTNOTE Descriptions for The McGraw-Hill Companies MHP**

Form 4 - January 2003

**James H. Ross**  
**National Grid Group plc**  
**15 Marylebone Road**

**Explanation of responses:**

- (1) Includes 13.9797 shares acquired in 2002 under The McGraw-Hill Companies Dividend Reinvestment Plan.
- (2) The phantom stock units were accrued under The McGraw-Hill Companies Director Deferred Stock Ownership Plan and are to be settled 100% in The McGraw-Hill Companies common stock at such time as the reporting person ceases to be a director.
- (3) The phantom stock units were accrued under the McGraw-Hill Companies Director Deferred Stock Ownership Plan based on the average of the monthly average for each month during 2002 of the means between the reported high and low sale prices of a share of McGraw-Hill Common Stock for each trading day during each month.