

MCGRAW-HILL COMPANIES INC

FORM 4

(Statement of Changes in Beneficial Ownership)

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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).

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

Potential persons who are to respond to the collection of information contained in this form are not
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Form 4 (continued)

FOOTNOTE Descriptions for The McGraw-Hill Co

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Explanation of responses:

- (1) Award of restricted stock pursuant to The McGraw-Hill Companies' 2002 Stock Incentive Plan in transaction exempt under and complying with Rule 10b-18.
- (2) The option becomes exercisable 50% on the first anniversary of the grant and 50% on the second anniversary of the grant.
- (3) Total derivative security amount shown includes options previously reported and reflects full amount of shares underlying options.

End of Filing

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