

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE M C GRAW-HILL COMPANIES, INC.

(Exact name of issuer as specified in its charter)

NEW YORK
(State or other jurisdiction of
incorporation or organization)

13-1026995
(I.R.S. Employer
Identification No.)

**1221 AVENUE OF AMERICAS
NEW YORK, NEW YORK**
(Address of Principal Executive Offices)

10020
(Zip Code)

**The 401(k) Savings and Profit Sharing Plan of The McGraw-Hill Companies, Inc. and Its Subsidiaries
Standard & Poor's 401(k) Savings and Profit Sharing Plan for Represented Employees
(collectively, the "Plans")**

KENNETH M. VITTOR, ESQ.
Executive Vice President and General Counsel
The McGraw-Hill Companies, Inc.
1221 Avenue of the Americas
New York, New York 10020

(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(212) 512-2564

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Common Stock of The McGraw-Hill Companies, Inc.	3,000,000(¹)	\$ 21.09	\$63,270,000	\$ 2,487

¹ The 3,000,000 shares registered hereunder are allocated to each of the Plans as follows: The 401(k) Savings and Profit Sharing Plan of The McGraw-Hill Companies, Inc. and Its Subsidiaries – 2,850,000 shares; Standard & Poor’s 401(k) Savings and Profit Sharing Plan for Represented Employees - 150,000 shares. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant’s common stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transactions. Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plans, as defined below.

² Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933 as follows: on the basis of the average of the high and low prices of the Common Stock on the New York Stock Exchange Composite Transactions on February 23, 2009, namely \$21.09.

PART I

INFORMATION REQUIRED IN A SECTION 10(a) PROSPECTUS

Item 1. Plan Information *

Item 2. Registrant Information and Employee Plan Annual Information *

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission by the Registrant or the Plans are incorporated herein by reference:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2008.

(b) The description of the Registrant's Common Stock contained in the Registrant's Restated Certificate of Incorporation, incorporated by reference from (i) Registrant's Form 10-K for the year ended December 31, 1995, (ii) Form 10-Q for the quarter ended June 30, 1998, (iii) Form 8-K dated April 27, 2005, and (iv) any amendment or report filed for the purpose of updating such description.

(c) The Plans' Annual Reports on Form 11-K for the fiscal year ended December 31, 2007, filed July 15, 2008.

(d) All other reports filed by the Registrant or the Plans pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934 (the "Exchange Act") since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in paragraph (a) above.

All documents filed by the Registrant or the Plans pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all the Common Stock offered hereby has been sold or which deregisters all the Common Stock then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable, as Registrant's Common Stock is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel

Not applicable

Item 6. Indemnification of Directors and Officers

The New York Business Corporation Law provides for indemnification of the Registrant's officers and directors, who are also covered by certain liability insurance policies

maintained by the Registrant. In addition, the Registrant has entered into indemnification agreements with its directors and certain of its executive officers. The Registrant's Restated Certificate of Incorporation eliminates the liability of the Registrant's directors to the maximum extent permitted by the New York Business Corporation Law. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

Item 7. Exemption from Registration Claimed

Not applicable

Item 8. Exhibits

- (3) Restated Certificate of Incorporation of the Registrant, incorporated by reference from the Registrant's Form 10-K for the year ended December 31, 1995, and Form 10-Q for the quarter ended June 30, 1998.
- (3) Certificate of Amendment of the Restated Certificate of Incorporation of the Registrant, incorporated by reference from the Registrant's Form 8-K dated April 27, 2005.
- (3) By-laws of the Registrant incorporated by reference from Registrant's Form 8-K dated January 31, 2007.
- (4) The Plans' Annual Reports on Form 11-K for the fiscal year ended December 31, 2007, filed July 15, 2008 and incorporated by reference herein.
- (23) Consent of Ernst & Young LLP, independent Registered Public Accounting Firm.
- (24) Power of Attorney.

Paragraph (a)(1)(iv) of Item 9 of this Registration Statement is incorporated by reference in this Item 8.

Item 9. Undertakings

(a) The undersigned Registrant and Plans hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

(iv) The Registrant will submit or has submitted the Plans and any amendments thereto to the Internal Revenue Service (“IRS”) in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plans;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13(a) or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel that the matter has been settled by controlling precedent, submit to a court

of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 27th day of February, 2009.

THE MCGRAW-HILL COMPANIES, INC.

By: /s/ Harold McGraw III
Harold McGraw III
(Chairman, President and Chief Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Harold McGraw III</u> Harold McGraw III	Principal Executive Officer and Director	February 27, 2009
*Robert J. Bahash	Principal Financial Officer	February 27, 2009
<u>/s/ Emmanuel N. Korakis</u> Emmanuel N. Korakis	Principal Accounting Officer	February 27, 2009
*Pedro Aspe	Director	February 27, 2009
*Winfried F.W. Bischoff	Director	February 27, 2009
*Douglas N. Daft	Director	February 27, 2009
*Linda Koch Lorimer	Director	February 27, 2009
*Robert P. McGraw	Director	February 27, 2009
*Hilda Ochoa-Brillembourg	Director	February 27, 2009
*Michael Rake	Director	February 27, 2009
*James H. Ross	Director	February 27, 2009
*Edward B. Rust, Jr.	Director	February 27, 2009
*Kurt L. Schmoke	Director	February 27, 2009
*Sidney Taurel	Director	February 27, 2009
*By: <u>/s/ Kenneth M. Vittor</u> Kenneth M. Vittor (Attorney-in-Fact)		

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 27th day of February, 2009.

THE 401(k) SAVINGS AND PROFIT SHARING
PLAN OF THE MCGRAW-HILL COMPANIES, INC.
AND ITS SUBSIDIARIES

By: /s/ Marilyn Martin

Marilyn Martin
Vice President, Employee Benefits and Plan
Administrator

STANDARD & POOR'S 401(k) SAVINGS AND
PROFIT SHARING PLAN FOR REPRESENTED
EMPLOYEES

By: /s/ Marilyn Martin

Marilyn Martin
Vice President, Employee Benefits and Plan
Administrator

INDEX TO EXHIBITS

**Exhibit
Number**

- (3) Restated Certificate of Incorporation of the Registrant, incorporated by reference from the Registrant's Form 10-K for the year ended December 31, 1995 and Form 10-Q for the quarter ended June 30, 1998.
- (3) Certificate of Amendment of the Certificate of Incorporation of the Registrant, incorporated by reference from the Registrant's Form 8-K dated April 27, 2005.
- (3) By-laws of the Registrant incorporated by reference from Registrant's Form 8-K dated January 31, 2007.
- (4) The Plans' Annual Reports on Form 11-K for the fiscal year ended December 31, 2007, filed July 15, 2008 and incorporated by reference herein.
- (23) Consent of Ernst & Young LLP, independent Registered Public Accounting Firm.
- (24) Power of Attorney.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to The 401(k) Savings and Profit Sharing Plan of The McGraw-Hill Companies, Inc. and its Subsidiaries, and the Standard & Poor's 401(k) Savings and Profit Sharing Plan for Represented Employees (collectively, "Plans") of our reports (a) dated February 24, 2009, with respect to the consolidated financial statements of The McGraw-Hill Companies, Inc. and the effectiveness of internal control over financial reporting of The McGraw-Hill Companies, Inc. incorporated by reference in its Annual Report (Form 10-K), (b) dated February 24, 2009, with respect to the financial statement schedule of The McGraw-Hill Companies, Inc. included in its Annual Report (Form 10-K), both for the year ended December 31, 2008, filed with the Securities and Exchange Commission, and (c) dated July 15, 2008, with respect to the financial statements and schedules of the Plans included in the Plans' Annual Reports (Form 11-K), for the year ended December 31, 2007, filed with the Securities and Exchange Commission.

/S/ ERNST & YOUNG LLP

New York, New York
February 24, 2009

THE M c GRAW-HILL COMPANIES, INC.
(the "Corporation")

Registration Statement

On Form S-8

POWER OF ATTORNEY

The undersigned hereby appoint Kenneth M. Vittor and Scott L. Bennett, or either of them, their true and lawful attorneys-in-fact with authority to execute in the name of each such person and in each capacity stated below, and to file with the Securities and Exchange Commission, the Corporation's Registration Statement on Form S-8 in the form which the Corporation deems appropriate for the purpose of registering, pursuant to the Securities Act of 1933, as amended, 3,000,000 additional shares of Common Stock, par value \$1.00 per share, of the Corporation in connection with The 401(k) Savings and Profit Sharing Plan of The McGraw-Hill Companies, Inc. and Its Subsidiaries, and the Standard & Poor's 401(k) Profit Sharing Plan for Represented Employees, and to execute and file in the name of each such person and in each capacity stated below, from time to time, all amendments, including post-effective amendments, and all supplements to such Registration Statement, which the Corporation deems appropriate.

This Power of Attorney may be executed in counterparts, all of which, taken together, shall constitute one and the same instrument.

<u>/s/ Harold McGraw III</u> Harold McGraw III	Principal Executive Officer and Director	February 27, 2009
<u>/s/ Robert J. Bahash</u> Robert J. Bahash	Principal Financial Officer	February 27, 2009
<u>/s/ Emmanuel N. Korakis</u> Emmanuel N. Korakis	Principal Accounting Officer	February 27, 2009
<u>/s/ Pedro Aspe</u> Pedro Aspe	Director	February 27, 2009
<u>/s/ Winfried F.W. Bischoff</u> Winfried F.W. Bischoff	Director	February 27, 2009
<u>/s/ Douglas N. Daft</u> Douglas N. Daft	Director	February 27, 2009
<u>/s/ Linda Koch Lorimer</u> Linda Koch Lorimer	Director	February 27, 2009
<u>/s/ Robert P. McGraw</u> Robert P. McGraw	Director	February 27, 2009
<u>/s/ Hilda Ochoa-Brillembourg</u> Hilda Ochoa-Brillembourg	Director	February 27, 2009
<u>/s/ Michael Rake</u> Michael Rake	Director	February 27, 2009
<u>/s/ James H. Ross</u> James H. Ross	Director	February 27, 2009
<u>/s/ Edward B. Rust, Jr.</u> Edward R. Rust, Jr.	Director	February 27, 2009
<u>/s/ Kurt L. Schmoke</u> Kurt L. Schmoke	Director	February 27, 2009
<u>/s/ Sidney Taurel</u> Sidney Taurel	Director	February 27, 2009