

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 -* MCGRAW HAROLD III (Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS (Street) NEW YORK, NY 10020-1095 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MCGRAW-HILL COMPANIES INC [MHP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman, President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/11/2013</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	1/11/2013		F	(D)	32912.0000	D	\$0.0000	1946390.5858	D	
Common Stock								2213493.3000	I	By The Harold W. McGraw III Trust
Common Stock								87803.0000	I	By Trust for Daughter
Common Stock								87803.0000	I	By Trust for Son

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)	\$47.8200							2/3/2006	3/31/2013	Common Stock	298410.0000	298410.0000	D		
Options (Right to Buy)	\$56.4300							3/23/2006	3/31/2012	Common Stock	277637.0000	277637.0000	D		
Options (Right to Buy)	\$56.4300							3/23/2006	3/31/2014	Common Stock	167004.0000	167004.0000	D		
Options (Right to Buy)	\$38.2200							4/1/2005	3/31/2014	Common Stock	204000.0000	204000.0000	D		
Options (Right to Buy)	\$43.2500							4/1/2006	3/31/2015	Common Stock	334600.0000	334600.0000	D		
Options (Right to Buy)	\$38.6700							4/1/2009	3/31/2018	Common Stock	323662.0000	323662.0000	D		
Options (Right to Buy)	\$22.9900							4/1/2010	3/31/2019	Common Stock	323662.0000	323662.0000	D		
Options (Right to Buy)	\$35.6000							4/1/2011	3/31/2020	Common Stock	323662.0000	323662.0000	D		
Options (Right to Buy)	\$39.1900							4/1/2012	3/31/2021	Common Stock	222170.0000	222170.0000	D		
Options (Right to Buy)	\$62.3400							4/2/2008	4/1/2017	Common Stock	191670.0000	191670.0000	D		
Options (Right to Buy)	\$57.8100							4/3/2007	4/2/2016	Common Stock	196058.0000	196058.0000	D		

Explanation of Responses:

(1) Withholding of shares of Common Stock under the McGraw-Hill Companies' 2002 Stock Incentive Plan to satisfy withholding obligation in transaction exempt under and complying with Rule 16b-3.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRAW HAROLD III 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020-1095	X		Chairman, President and CEO	

Signatures

/s/ Harold McGraw III

1/14/2013

—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.

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