

# FORM 4

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

OMB APPROVAL  
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[ ] 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>GOLDBERG GLENN S</b>			<b>MCGRAW-HILL COMPANIES INC [ MHP ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Asst. to CEO; SVP, Corp. Affrs</b>		
(Last) (First) (Middle) <b>1221 AVENUE OF THE AMERICAS</b>			3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/15/2004</b>					
(Street) <b>NEW YORK, NY 100201095</b>			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(City) (State) (Zip)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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	12/16/2004		S		285	D	\$89.1900	19889	D	
Common Stock	12/16/2004		S		500	D	\$89.1400	19389	D	
Common Stock	12/15/2004		M		3600	A	\$35.5313	18692	D	
Common Stock	12/15/2004		M		3400	A	\$40.5313	22092	D	
Common Stock	12/15/2004		M		8800	A	\$51.6250	30892	D	
Common Stock	12/15/2004		F		1425	D	\$89.7900	29467	D	
Common Stock	12/15/2004		F		754	D	\$89.7900	28713	D	
Common Stock	12/15/2004		F		1535	D	\$89.7900	27178	D	
Common Stock	12/15/2004		F		647	D	\$89.7900	26531	D	
Common Stock	12/15/2004		F		5060	D	\$89.7900	21471	D	
Common Stock	12/15/2004		F		1297	D	\$89.7900	20174	D	

**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)	\$35.5313	12/15/2004		M		3600		2/2/1999 (1)	2/1/2008	Common Stock	3600	\$0	0	D	
Options (Right to Buy)	\$89.7900	12/15/2004		A		2179		6/15/2005	2/1/2008	Common Stock	2179	\$0	2179 (2)	D	
Options (Right to Buy)	\$40.5313	12/15/2004		M		3400		7/1/1999	6/30/2008	Common Stock	3400	\$0	0	D	
Options (Right to Buy)	\$89.7900	12/15/2004		A		2182		6/15/2005	6/30/2008	Common Stock	2182	\$0	2182 (2)	D	
Options (Right to Buy)	\$51.6250	12/15/2004		M		8800		1/4/2000 (1)	1/3/2009	Common Stock	8800	\$0	7200 (2)	D	
Options (Right to Buy)	\$89.7900	12/15/2004		A		6357		6/15/2005	1/3/2009	Common Stock	6357	\$0	6357 (2)	D	
Options (Right to Buy)	\$59.2813							1/3/2001 (1)	1/2/2010	Common Stock	18000		18000 (2)	D	

**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)	\$59.1300							4/2/2002 <a href="#">(1)</a>	4/1/2011	Common Stock	19000		19000 <a href="#">(2)</a>	D	
Options (Right to Buy)	\$67.7700							4/1/2003 <a href="#">(1)</a>	3/31/2012	Common Stock	20000		20000 <a href="#">(2)</a>	D	
Options (Right to Buy)	\$56.2300							4/1/2004 <a href="#">(1)</a>	3/31/2013	Common Stock	21000		21000 <a href="#">(2)</a>	D	
Options (Right to Buy)	\$76.4400							4/1/2005 <a href="#">(1)</a>	3/31/2014	Common Stock	22000		22000 <a href="#">(2)</a>	D	

**Explanation of Responses:**

- (1) The option becomes exercisable 50% on the first anniversary of the grant and 50% on the second anniversary of the grant.
- (2) Total derivative security amount shown includes options previously reported and reflects full amount of shares underlying options.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG GLENN S 1221 AVENUE OF THE AMERICAS NEW YORK, NY 100201095			Asst. to CEO; SVP, Corp. Affrs	

**Signatures**

/s/ Goldberg, Glenn S.

12/17/2004

\*\*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.

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