

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer  
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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)	
SHARMA DEVEN		MCGRAW-HILL COMPANIES INC [ MHP ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, Global Strategy</b>	
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS		3. Date of Earliest Transaction (MM/DD/YYYY) 12/8/2004			
(Street) NEW YORK, NY 100201095		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	12/8/2004		M		10561	A	\$56.2300	31571	D	
Common Stock	12/8/2004		F		6743	D	\$88.0700	24828	D	
Common Stock	12/8/2004		F		1323	D	\$88.0700	23505	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)	\$56.2300	12/8/2004		M		10561		4/1/2004 (1)	3/31/2013	Common Stock	10561	\$0	21439 (2)	D	
Options (Right to Buy)	\$88.0700	12/8/2004		A		8066		6/8/2005	3/31/2013	Common Stock	8066	\$0	8066 (2)	D	
Options (Right to Buy)	\$64.3300							2/1/2003 (1)	1/31/2012	Common Stock	21313		21313 (2)	D	
Options (Right to Buy)	\$75.1700							8/3/2004	1/31/2012	Common Stock	3374		3374 (2)	D	
Options (Right to Buy)	\$67.7700							4/1/2003 (1)	3/31/2012	Common Stock	30000		30000 (2)	D	
Options (Right to Buy)	\$76.4400							4/1/2005 (1)	3/31/2014	Common Stock	33300		33300 (2)	D	

### Explanation of Responses:

- The option becomes exercisable 50% on the first anniversary of the grant and 50% on the second anniversary of the grant.
- 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
SHARMA DEVEN 1221 AVENUE OF THE AMERICAS NEW YORK, NY 100201095			EVP, Global Strategy	

### Signatures

/s/ Sharma, Deven

12/10/2004

\_\_\_\_\_  
\*\*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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