

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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)		
GRIEP TALIA M			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) Corp Cont/SVP, Global Bus Svcs		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
1221 AVENUE OF THE AMERICAS			2/26/2004					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 100201095						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	2/26/2004		A	(1)	100	A	\$77.2300	7642.0000	D	
Common Stock	2/27/2004		D	(2)	171	D	\$0	7471.0000	D	
Common Stock	2/27/2004		F	(3)	310	D	(4)	7161.0000	D	
Common Stock	2/27/2004		D	(5)	251	D	\$0	10848.0000	I	By Spouse
Common Stock	2/27/2004		F	(6)	497	D	(4)	10351.0000	I	By Spouse
Common Stock								325.0000	I	By Son
Common Stock								325.0000	I	By Daughter

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)	\$21.7032							1/2/1997 (7)	1/1/2006	Common Stock	3200.0000	3200.0000 (8)	D		
Options (Right to Buy)	\$22.8125							1/2/1998 (7)	1/1/2007	Common Stock	3200.0000	3200.0000 (8)	D		
Options (Right to Buy)	\$36.1875							1/2/1999 (7)	1/1/2008	Common Stock	4000.0000	4000.0000 (8)	D		
Options (Right to Buy)	\$54.5625							4/1/2000 (7)	3/31/2009	Common Stock	4500.0000	4500.0000 (8)	D		
Options (Right to Buy)	\$44.8438							4/3/2001 (7)	4/2/2010	Common Stock	4500.0000	4500.0000 (8)	D		
Options (Right to Buy)	\$59.1300							4/2/2002 (7)	4/1/2011	Common Stock	5000.0000	5000.0000 (8)	D		
Options (Right to Buy)	\$67.7700							4/1/2003 (7)	3/31/2012	Common Stock	5250.0000	5250.0000 (8)	D		
Options (Right to Buy)	\$61.7000							10/1/2003 (7)	9/30/2012	Common Stock	1350.0000	1350.0000 (8)	D		
Options (Right to Buy)	\$56.2300							4/1/2004 (7)	3/31/2013	Common Stock	6900.0000	6900.0000 (8)	D		
Options (Right to Buy)	\$60.1200							8/1/2004 (7)	7/31/2013	Common Stock	1700.0000	1700.0000	D		
Options (Right to Buy)	\$16.7813							1/3/1996 (7)	1/2/2005	Common Stock	5000.0000	5000.0000 (8)	I	By Spouse	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (Right to Buy)	\$21.7032							1/2/1997 (7)	1/1/2006	Common Stock	5000.0000		5000.0000 (8)	I	By Spouse
Options (Right to Buy)	\$22.8125							1/2/1998 (7)	1/1/2007	Common Stock	5000.0000		5000.0000 (8)	I	By Spouse
Options (Right to Buy)	\$36.1875							1/2/1999 (7)	1/1/2008	Common Stock	7000.0000		7000.0000 (8)	I	By Spouse
Options (Right to Buy)	\$51.6250							1/4/2000 (7)	1/3/2009	Common Stock	8000.0000		8000.0000 (8)	I	By Spouse
Options (Right to Buy)	\$44.8438							4/3/2001 (7)	4/2/2010	Common Stock	8500.0000		8500.0000 (8)	I	By Spouse
Options (Right to Buy)	\$59.1300							4/2/2002 (7)	4/1/2011	Common Stock	9000.0000		9000.0000 (8)	I	By Spouse
Options (Right to Buy)	\$67.7700							4/1/2003 (7)	3/31/2012	Common Stock	9500.0000		9500.0000 (8)	I	By Spouse
Options (Right to Buy)	\$56.2300							4/1/2004 (7)	3/31/2013	Common Stock	10000.0000		10000.0000 (8)	I	By Spouse

Explanation of Responses:

- (1) Stock bonus award pursuant to The McGraw-Hill Companies' 2002 Stock Incentive Plan in transaction exempt under and complying with Rule 16b-3.
- (2) Forfeiture of stock pursuant to The McGraw-Hill Companies' 1993 Employee Stock Incentive Plan in transaction exempt under and complying with Rule 16b-3.
- (3) Withholding of shares of Common Stock under the McGraw-Hill Companies' 1993 Employee Stock Incentive Plan to satisfy withholding obligation in transaction exempt under and complying with Rule 16b-3.
- (4) Price was determined based on the mean of the high and low trading prices on February 3, 2004, the valuation date.
- (5) Forfeiture by spouse of stock pursuant to The McGraw-Hill Companies' 1993 Employee Stock Incentive Plan in transaction exempt under and complying with Rule 16b-3.
- (6) Withholding of shares of Common Stock by spouse under the McGraw-Hill Companies' 1993 Employee Stock Incentive Plan to satisfy withholding obligation in transaction exempt under and complying with Rule 16b-3.
- (7) The option becomes exercisable 50% on the first anniversary of the grant and 50% on the second anniversary of the grant.
- (8) 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
GRIEP TALIA M 1221 AVENUE OF THE AMERICAS NEW YORK, NY 100201095			Corp Cont/SVP, Global Bus Svcs	

Signatures

/s/ Griep, Talia M.

2/27/2004

**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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