

MCGRAW-HILL COMPANIES INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/22/2002 For Period Ending 11/22/2002

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FORM 4

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17 of the Securities Exchange Act of 1935 or Section 30(f) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person *</p> <p>Penglase, Frank D.</p> <hr/> <p style="text-align: center;">(Last) (First) (Middle)</p> <p>1221 Avenue of the Americas</p> <hr/> <p style="text-align: center;">(Street)</p> <p>New York, NY 10020-1095</p> <hr/> <p style="text-align: center;">(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>The McGraw-Hill Companies MHP</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement of Date of Original Acquisition (Month/Year)</p> <p>November</p> <hr/> <p>5. If Amendment (Month/Year)</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)
		Code V	Amount A/D Price
Common Stock	11/21/2002	S 	1,000.0000 D \$60.2500

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).

Form 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title of Underlying Security (Instr. 3)
			Code V		(DE) (ED)	
Options (Right to Buy)	\$43.9844				05/10/1999 01/02/2005	Commo
Options (Right to Buy)	\$43.9844				05/10/1999 01/01/2006	Commo
Options (Right to Buy)	\$43.9844				05/10/1999 01/01/2007	Commo
Options (Right to Buy)	\$50.4063				02/10/2000 01/01/2007	Commo
Options (Right to Buy)	\$37.7500				04/01/1999 03/31/2008	Commo
Options (Right to Buy)	\$50.4063				02/10/2000 03/31/2008	Commo

Options (Right to Buy)	\$54.5625	04/01/2000 03/31/2009	Commo
Options (Right to Buy)	\$44.8438	04/03/2001 04/02/2010	Commo
Options (Right to Buy)	\$59.1300	04/02/2002 (1) 04/01/2011	Commo
Options (Right to Buy)	\$67.7700	04/01/2003 (1) 03/31/2012	Commo

Explanation of Responses :

** 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.

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

Form 4 (continued)

FOOTNOTE Descriptions for The McGraw-Hill Co

Frank D. Penglase
1221 Avenue of the Americas

New York, NY 10020-1095

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.

End of Filing

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