

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) 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>MCGRAW HAROLD III</b>			<b>MCGRAW-HILL COMPANIES INC [ MHP ]</b>			<input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman, President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>1221 AVENUE OF THE AMERICAS</b>			<b>1/6/2012</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10020-1095</b>						<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	1/6/2012		J (1)		582.1138	A	\$ 0	1998799.5858	D	
Common Stock	1/6/2012		F (2)		19497.0000	D	\$ 0	1979302.5858	D	
Common Stock								1277739.0000	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)	\$47.82							2/3/2006	3/31/2013	Common Stock	298410.0000		298410.0000	D	
Options (Right to Buy)	\$56.43							3/23/2006	3/31/2012	Common Stock	277637.0000		277637.0000	D	
Options (Right to Buy)	\$56.43							3/23/2006	3/31/2014	Common Stock	167004.0000		167004.0000	D	
Options (Right to Buy)	\$38.22							4/1/2005	3/31/2014	Common Stock	204000.0000		204000.0000	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)	\$43.25							4/1/2006	3/31/2015	Common Stock	334600.0000		334600.0000	D	
Options (Right to Buy)	\$38.67							4/1/2009	3/31/2018	Common Stock	323662.0000		323662.0000	D	
Options (Right to Buy)	\$22.99							4/1/2010	3/31/2019	Common Stock	323662.0000		323662.0000	D	
Options (Right to Buy)	\$35.6							4/1/2011	3/31/2020	Common Stock	323662.0000		323662.0000	D	
Options (Right to Buy)	\$39.19							4/1/2012	3/31/2021	Common Stock	222170.0000		222170.0000	D	
Options (Right to Buy)	\$62.34							4/2/2008	4/1/2017	Common Stock	191670.0000		191670.0000	D	
Options (Right to Buy)	\$57.81							4/3/2007	4/2/2016	Common Stock	196058.0000		196058.0000	D	

**Explanation of Responses:**

- (1) Includes shares acquired under The McGraw-Hill Companies Dividend Reinvestment Plan.
- (2) 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
<b>MCGRAW HAROLD III 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020-1095</b>	<b>X</b>		<b>Chairman, President and CEO</b>	

**Signatures**

/s/ Harold McGraw III

1/9/2012

Date

\*\* Signature of Reporting Person

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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