

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

THE MCGRAW-HILL COMPANIES, INC.

(Exact name of registrant as specified in its charter)

New York	13-1026995
----- (State of Incorporation or Organization)	----- (IRS Employer Identification No.)
1221 Avenue of the Americas, New York, New York	10020
----- (Address of principal executive offices)	----- (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

(If applicable)

Securities Act registration statement file number to which this form

relates: _____
(If applicable)

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Preferred Share Purchase Rights New York Stock Exchange, Inc.
Pacific Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of Class)

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED.

Reference is hereby made to the Registration Statement on Form 8-A filed by The McGraw-Hill Companies, Inc. (the "COMPANY") with the Securities and Exchange Commission on August 3, 1998, as subsequently amended, relating to the Rights Agreement by and between the Company and The Bank of New York ("BONY"), successor to Mellon Investor Services, LLC, in turn successor to ChaseMellon Shareholder Services, L.L.C., dated as of July 29, 1998 (the "RIGHTS AGREEMENT"). Such Forms 8-A and 8-A/A are hereby incorporated by reference.

On July 27, 2005, the Board of Directors of the Company adopted a resolution approving an amendment to the Rights Agreement to change the Final Expiration Date (as defined therein) of the Rights (as defined therein) from August 14, 2008 to August 10, 2005. The Company and BONY subsequently executed an amendment to the Rights Agreement, dated as of July 27, 2005 (the "Amendment"), to so accelerate the Final Expiration Date.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 99.5 hereto and is incorporated herein by reference.

Item 2. EXHIBITS.

EXHIBIT NO.	DESCRIPTION
4.1	Rights Agreement, dated as of July 29, 1998, between The McGraw-Hill Companies, Inc. and ChaseMellon Shareholder Services, L.L.C. which includes the form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Preferred Shares as Exhibit B. (Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed on August 3, 1998).
99.1	Press release, dated as of July 29, 1998, issued by the Company. (Incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form 8-A filed on August 3, 1998).
99.2	Certificate of Adjustment delivered by the Company to ChaseMellon Shareholder Services, L.L.C., as Rights Agent, on March 8, 1999. (Incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form 8-A filed on March 8, 1999).

- 99.3 Amendment to Rights Agreement, dated as of February 1, 2005, by and between The McGraw-Hill Companies, Inc. and The Bank of New York. (Incorporated by reference to Exhibit 99.3 to the Company's Registration Statement on Form 8-A filed on February 3, 2005).
- 99.4 Certificate of Adjustment delivered by the Company to The Bank of New York, as Rights Agent, on May 17, 2005. (Incorporated by reference to Exhibit 99.4 to the Company's Registration Statement on Form 8-A filed on May 17, 2005).
- 99.5 Amendment to Rights Agreement, dated as of July 27, 2005, by and between The McGraw-Hill Companies, Inc. and The Bank of New York, as Rights Agent.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed by the undersigned, thereunto duly authorized.

THE MCGRAW-HILL COMPANIES, INC.

(Registrant)

By /S/ SCOTT L. BENNETT

Scott L. Bennett

Senior Vice President and Secretary

Dated: August 3, 2005

THE MCGRAW-HILL COMPANIES, INC.

Registration Statement on Form 8-A/A

EXHIBIT INDEX

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EXHIBIT 99.5

AMENDMENT TO RIGHTS AGREEMENT

AMENDMENT, dated as of July 27, 2005 (this "Amendment"), to the Rights Agreement (the "Rights Agreement"), dated as of July 19, 1998, between The McGraw-Hill Companies, Inc. (the "Company") and The Bank of New York (the "Rights Agent"), as successor rights agent to Mellon Investor Services, LLC, in turn successor to ChaseMellon Shareholder Services, LLC.

Pursuant to Section 27 of the Rights Agreement, prior to any person becoming an Acquiring Person, as such term is defined in the Rights Agreement, the Company may amend any provision of the Rights Agreement. All acts and things necessary to make this Amendment a valid agreement, enforceable according to its terms, have been done and performed, and the execution and delivery of this Amendment by the Company and the Rights Agent have been in all respects duly authorized by the Company and the Rights Agent.

In consideration of the foregoing and the mutual agreements set forth herein, the parties agree as follows:

1. The Rights Agreement is hereby modified and amended by changing the date set forth in Section 7(a) (defined as the "Final Expiration Date") from "August 14, 2008" to "August 10, 2005."
2. The Exhibits to the Rights Agreement shall be restated to reflect this Amendment, including all necessary conforming changes.
3. This Amendment shall be governed by and construed in accordance with the laws of the State of New York and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.
4. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed an original and all such counterparts shall together constitute but one and the same instrument. Terms not defined in this Amendment shall, unless the context otherwise requires, have the meanings assigned to such terms in the Rights Agreement.
5. Except as expressly set forth herein, this Amendment shall not by implication or otherwise alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Rights Agreement, all of which are ratified and affirmed in all respects and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested, all as of the date and year first written above.

Attest:

THE MCGRAW-HILL COMPANIES, INC.

By: /S/ SCOTT L. BENNETT

By: /S/ KENNETH M. VITTOR

Name: Scott L. Bennett
Title: Sr. VP, Assoc. Gen.
Counsel & Secretary

Name: Kenneth M. Vittor
Title: EVP & General Counsel

Attest:

THE BANK OF NEW YORK
(As Rights Agent)

By: /S/ ANNETTE HOGAN

By: /S/ MAGGIE SULLIVAN

Name: Annette Hogan
Title: Assistant VP

Name: Maggie Sullivan
Title: Vice President