

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)		
VITTOR KENNETH 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) EVP & General Counsel		
(Last) (First) (Middle) 1221 AVENUE OF THE AMERICAS			3. Date of Earliest Transaction (MM/DD/YYYY) 2/9/2004					
(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"/> X 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	2/9/2004		M		3812	A	\$44.3438	53061.00	D	
Common Stock	2/9/2004		S		200	D	\$78.5600	52861.00	D	
Common Stock	2/9/2004		F		2172	D	\$77.8500	50689.00	D	
Common Stock	2/9/2004		F		648	D	\$77.8500	50041.00	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (Right to Buy)	\$44.3438	2/9/2004		M		3812	5/4/1999	1/2/2005	Common Stock	3812.00	\$0	0.00	D	
Options (Right to Buy)	\$44.3438						5/4/1999	1/1/2006	Common Stock	5968.00		5968.00 (1)	D	
Options (Right to Buy)	\$54.9688						11/4/1999	1/1/2006	Common Stock	2235.00		2235.00 (1)	D	
Options (Right to Buy)	\$54.9688						11/4/1999	1/1/2007	Common Stock	7851.00		7851.00 (1)	D	
Options (Right to Buy)	\$59.4063						2/3/2001	1/1/2008	Common Stock	12304.00		12304.00 (1)	D	
Options (Right to Buy)	\$59.4063						2/3/2001	1/3/2009	Common Stock	12179.00		12179.00 (1)	D	
Options (Right to Buy)	\$64.4200						10/23/2001	1/3/2009	Common Stock	11648.00		11648.00 (1)	D	
Options (Right to Buy)	\$59.2813						1/3/2001 (2)	1/2/2010	Common Stock	14000.00		14000.00 (1)	D	
Options (Right to Buy)	\$70.4100						11/17/2001	1/2/2010	Common Stock	12690.00		12690.00 (1)	D	
Options (Right to Buy)	\$68.7700						6/19/2004	4/1/2011	Common Stock	27524.00		27524.00 (1)	D	
Options (Right to Buy)	\$67.7700						4/1/2003 (2)	3/31/2012	Common Stock	32000.00		32000.00 (1)	D	
Options (Right to Buy)	\$56.2300						4/1/2004 (2)	3/31/2013	Common Stock	33500.00		33500.00 (1)	D	

Explanation of Responses:

(1) Total derivative security amount shown includes options previously reported and reflects full amount of shares underlying options.

(2) The option becomes exercisable 50% on the first anniversary of the grant and 50% on the second anniversary of the grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VITTOR KENNETH M 1221 AVENUE OF THE AMERICAS NEW YORK, NY 100201095			EVP & General Counsel	

Signatures

/s/ Vittor, Kenneth M.

2/10/2004

—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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