

FORM 4

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 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) 4/28/2005					
(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"/> 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	4/28/2005		M		17750	A	\$67.7700	75539	D	
Common Stock	4/28/2005		M		16750	A	\$56.2300	92289	D	
Common Stock	4/28/2005		M		17500	A	\$76.4400	109789	D	
Common Stock	4/28/2005		F		13878	D	\$86.6800	95911	D	
Common Stock	4/28/2005		F		1788	D	\$86.6800	94123	D	
Common Stock	4/28/2005		F		10866	D	\$86.6800	83257	D	
Common Stock	4/28/2005		F		2910	D	\$86.6800	80347	D	
Common Stock	4/28/2005		F		15433	D	\$86.6800	64914	D	
Common Stock	4/28/2005		F		1023	D	\$86.6800	63891	D	
Common Stock	4/29/2005		S		1000	D	\$87.2000	62891	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)	\$67.7700	4/28/2005		M		17750		4/1/2003 (1)	3/31/2012	Common Stock	17750	\$0	0	D	
Options (Right to Buy)	\$86.6800	4/28/2005		A		15666		10/28/2005	3/31/2012	Common Stock	15666	\$0	15666 (2)	D	
Options (Right to Buy)	\$56.2300	4/28/2005		M		16750		4/1/2004 (1)	3/31/2013	Common Stock	16750	\$0	0	D	
Options (Right to Buy)	\$86.6800	4/28/2005		A		13776		10/28/2005	3/31/2013	Common Stock	13776	\$0	13776 (2)	D	
Options (Right to Buy)	\$76.4400	4/28/2005		M		17500		4/1/2005 (1)	3/31/2014	Common Stock	17500	\$0	17500 (2)	D	
Options (Right to Buy)	\$86.6800	4/28/2005		A		16456		10/28/2005	3/31/2014	Common Stock	16456	\$0	16456 (2)	D	
Options (Right to Buy)	\$44.3438							5/4/1999	1/1/2006	Common Stock	5968	\$0	5968 (2)	D	
Options (Right to Buy)	\$54.9688							11/4/1999	1/1/2006	Common Stock	2235	\$0	2235 (2)	D	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (Right to Buy)	\$54.9688							11/4/1999	1/1/2007	Common Stock	7851		7851 (2)	D	
Options (Right to Buy)	\$59.4063							2/3/2001	1/1/2008	Common Stock	12304		12304 (2)	D	
Options (Right to Buy)	\$59.4063							2/3/2001	1/3/2009	Common Stock	12179		12179 (2)	D	
Options (Right to Buy)	\$64.4200							10/23/2001	1/3/2009	Common Stock	11648		11648 (2)	D	
Options (Right to Buy)	\$70.4100							11/17/2001	1/2/2010	Common Stock	12690		12690 (2)	D	
Options (Right to Buy)	\$74.7500							2/28/2005	1/2/2010	Common Stock	12246		12246 (2)	D	
Options (Right to Buy)	\$68.7700							6/19/2004	4/1/2011	Common Stock	27524		27524 (2)	D	
Options (Right to Buy)	\$74.7500							2/28/2005	3/31/2012	Common Stock	13445		13445 (2)	D	
Options (Right to Buy)	\$74.7500							2/28/2005	3/31/2013	Common Stock	14239		14239 (2)	D	
Options (Right to Buy)	\$86.5000							4/1/2006 (1)	3/31/2015	Common Stock	28700		28700 (2)	D	

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.
- (2) 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
VITTOR KENNETH M 1221 AVENUE OF THE AMERICAS NEW YORK, NY 100201095			EVP & General Counsel	

Signatures

/s/ Vittor, Kenneth M.

5/2/2005

**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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