

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)		
Marcus Bruce D			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, Chief Information Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
1221 AVENUE OF THE AMERICAS			4/1/2009					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10020-1095						<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								20203	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)	\$22.99	4/1/2009		A		23282		4/1/2010 (1)	3/31/2019	Common Stock	23282	\$0	23282	D	
Options (Right to Buy)	\$38.22							4/1/2005 (1)	3/31/2014	Common Stock	4638		4638 (2)	D	
Options (Right to Buy)	\$38.08							9/1/2005 (1)	8/31/2014	Common Stock	2070		2070 (2)	D	
Options (Right to Buy)	\$43.25							4/1/2006 (1)	3/31/2015	Common Stock	22000		22000 (2)	D	
Options (Right to Buy)	\$57.81							4/3/2007 (1)	4/2/2016	Common Stock	13289		13289 (2)	D	
Options (Right to Buy)	\$62.34							4/2/2008 (1)	4/1/2017	Common Stock	13611		13611 (2)	D	
Options (Right to Buy)	\$38.67							4/1/2009 (1)	3/31/2018	Common Stock	23282		23282 (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
Marcus Bruce D 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020-1095			EVP, Chief Information Officer	

Signatures

Bruce D Marcus

4/2/2009

**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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