

RATNER HANK
Form 4
September 13, 2011

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RATNER HANK

(Last) (First) (Middle)

2 PENN PLAZA

(Street)

NEW YORK, NY 10121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Madison Square Garden Co [MSG]

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or Price				
Class A Common Stock	09/09/2011		A		200	A	\$ 23.3	261,098 ⁽²⁾	D
Class A Common Stock	09/09/2011		A		700	A	\$ 23.32	261,798 ⁽²⁾	D
Class A Common Stock	09/09/2011		A		500	A	\$ 23.33	262,298 ⁽²⁾	D
Class A Common	09/09/2011		A		2,600	A	\$ 23.34	264,898 ⁽²⁾	D

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Stock								
Class A Common Stock	09/09/2011	A	1,500	A	\$ 23.35	266,398 ⁽²⁾	D	
Class A Common Stock	09/09/2011	A	4,300	A	\$ 23.36	270,698 ⁽²⁾	D	
Class A Common Stock	09/09/2011	A	11,653	A	\$ 23.37	282,351 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	19	A	\$ 22.69	282,370 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	500	A	\$ 22.72	282,870 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	8	A	\$ 22.74	282,878 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	192	A	\$ 22.75	283,070 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	100	A	\$ 22.76	283,170 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	1,800	A	\$ 22.77	284,970 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	10	A	\$ 22.8	284,980 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	1,900	A	\$ 22.81	286,880 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	1,000	A	\$ 22.82	287,880 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	800	A	\$ 22.83	288,680 ⁽²⁾	D	
Class A Common Stock	09/12/2011	A	1,900	A	\$ 22.84	290,580 ⁽²⁾	D	

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Class A Common Stock	09/12/2011		A	2,590	A	\$ 22.85	293,170 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	710	A	\$ 22.86	293,880 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	2,300	A	\$ 22.87	296,180 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	1,700	A	\$ 22.88	297,880 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	2,300	A	\$ 2.89	300,180 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	1,670	A	\$ 22.9	301,850 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	900	A	\$ 22.91	302,750 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	1,810	A	\$ 22.92	304,560 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	1,600	A	\$ 22.93	306,160 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	2,400	A	\$ 22.94	308,560 ⁽²⁾	D
Class A Common Stock	09/12/2011		A	2,900	A	\$ 22.95	311,460 ⁽²⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>1</u>	09/09/2011	A	115,140					09/09/2014	09/09/2014	Class A Common Stock	115,140

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATNER HANK 2 PENN PLAZA NEW YORK, NY 10121			President & CEO	

Signatures

/s/ Hank J. Ratner 09/13/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit is granted under The Madison Square Garden Company 2010 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.
- (2) Includes shares of restricted stock held by the Reporting Person.

Remarks:

This is Filing No. 1 of 3 filings for Mr. Ratner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.