

DOLAN CHARLES F
Form 4
December 03, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DOLAN CHARLES F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO PENN PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

Member of 13D Group

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10121

(City) (State) (Zip)

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	(A) or (D)	Price
Class A Common Stock	11/30/2012		M		221,225	A	\$ 7.12 287,180
Class A Common Stock	11/30/2012		M		41,666	A	\$ 7.49 328,846
Class A Common Stock	11/30/2012		M		20,833	A	\$ 7.08 349,679
Class A Common	11/30/2012		M		37,200	A	\$ 10.78 386,879

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Stock								
Class A Common Stock	11/30/2012		M	18,600	A	\$ 10.78	405,479	D ⁽¹⁾
Class A Common Stock	11/30/2012		F	188,877.942 ⁽⁴⁾	D	\$ 43.8	216,601.058	D ⁽¹⁾
Class A Common Stock	11/30/2012		D	2.058 ⁽⁵⁾	D	\$ 43.8	216,599	D ⁽¹⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Options (Right to Buy)	\$ 7.12	11/30/2012		M	221,225	⁽²⁾ 09/05/2014	Class A Common Stock 221,225
Options (Right to Buy)	\$ 7.49	11/30/2012		M	41,666	02/24/2010 06/25/2013	Class A Common Stock 41,666
Options (Right to Buy)	\$ 7.08	11/30/2012		M	20,833	02/24/2010 06/25/2013	Class A Common Stock 20,833
Options (Right to Buy)	\$ 10.78	11/30/2012		M	37,200	02/24/2010 10/01/2014	Class A Common Stock 37,200
Options (Right to Buy)	\$ 10.78	11/30/2012		M	18,600	02/24/2010 10/01/2014	Class A Common Stock 18,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN CHARLES F TWO PENN PLAZA NEW YORK, NY 10121	X	X		Member of 13D Group
DOLAN HELEN A 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797		X		Member of 13D Group

Signatures

Wiliam A. Frewin, Attorney-in-Fact to Charles F.
Dolan 12/03/2012
 __Signature of Reporting Person Date

Wiliam A. Frewin, Attorney-in-Fact for Helen A.
Dolan 12/03/2012
 __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) Securities held directly by Charles F. Dolan, Helen A. Dolan's spouse. Ms. Dolan disclaims beneficial ownership of all the securities of The Madison Square Garden Company ("MSG") beneficially owned or deemed to be beneficially owned by Mr. Dolan (other than securities in which she has a direct pecuniary interest) and this filing shall not be deemed an admission that Ms. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
 - (2) The options vested in three equal installments on each of March 5, 2010, March 5, 2011 and March 5, 2012.
Ms. Dolan disclaims beneficial ownership of all options of MSG beneficially owned or deemed to be beneficially owned by her spouse
 - (3) and this filing shall not be deemed an admission that Ms. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
 - (4) Shares withheld to pay exercise price and withholding taxes on exercise of options exempt under Rule 16b-3
 - (5) Disposition to issuer of fractional shares due to rounding exempt under 16b-3.

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.