

Madison Square Garden Co
 Form 4
 October 02, 2015

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 Kristin A

(Last) (First) (Middle)

TWO 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)

09/30/2015

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)

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 Ownership (Instr. 4)
Class A Common Stock	09/30/2015		J ⁽¹⁾	6,163 ⁽¹⁾ (A) or (D)	7,604 ⁽²⁾	D ⁽³⁾	
Class A Common Stock					129 ⁽⁴⁾	I ⁽³⁾	401(k)
Class A Common Stock					99,554 ^{(5) (6)}	I ⁽⁷⁾	By Spouse
Class A Common Stock					491 ⁽⁸⁾	I ⁽⁹⁾	By Minor Children

Class A Common Stock	1,051 ⁽¹⁰⁾	I ⁽¹¹⁾	By Members of the Household
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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 or Number of Shares
Restricted Stock Units	<u>(12)</u>	09/30/2015		<u>J</u> ⁽¹³⁾	5,093 <u>(13)</u>	09/17/2016	09/17/2016	Class A Common Stock	5,093 <u>(13)</u>
Restricted Stock Units	<u>(12)</u>	09/30/2015		<u>J</u> ⁽¹³⁾	4,410 <u>(13)</u>	09/24/2017	09/24/2017	Class A Common Stock	4,410 <u>(13)</u>
Class B Common Stock	<u>(14)</u>					<u>(14)</u>	<u>(14)</u>	Class A Common Stock	5,052 <u>(15)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dolan Kristin A TWO PENN PLAZA NEW YORK, NY 10121	X			
DOLAN JAMES LAWRENCE TWO PENN PLAZA NEW YORK, NY 10121	X		Executive Chairman	Member of 13D Group

Signatures

/s/ Kristin A.
Dolan 10/02/2015

**Signature of
Reporting Person

Date

/s/ James L.
Dolan 10/02/2015

**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) Represents Class A Common Stock received by Kristin A. Dolan, James L. Dolan's spouse, in connection with the distribution by MSG Networks Inc. (formerly, The Madison Square Garden Company, and referred to herein as "MSG Networks") of all of the outstanding common stock of The Madison Square Garden Company (formerly, MSG Spinco, Inc. and referred to herein as "MSG") to its stockholders (the "Distribution") pursuant to vested MSG Networks restricted stock units, in a transaction exempt under Rules 16a-9 or 16b-6, and 16b-3. The shares of Class A Common Stock were granted pursuant to the 2015 Stock Plan for Non-Employee Directors.

(2) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares of MSG Class A Common Stock received by Kristin A. Dolan, James L. Dolan's spouse, in connection with the Distribution, in an exempt transaction under Rule 16a-9.

(3) Securities held directly (or through 401(k) plan) by Kristin A. Dolan, James L. Dolan's spouse. Mr. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Ms. Dolan (other than securities in which he has a direct pecuniary interest) and this report shall not be deemed to be an admission that he is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(4) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares of MSG Class A Common Stock received by Kristin A. Dolan (through a 401(k) plan), in connection with the Distribution, in an exempt transaction under Rule 16a-9.

(5) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares of MSG Class A Common Stock received by James L. Dolan, Kristin A. Dolan's spouse, in connection with the Distribution, in an exempt transaction under Rule 16a-9.

(6) Includes shares held jointly with spouse.

(7) Securities held directly by James L. Dolan, Kristin A. Dolan's spouse. Ms. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Mr. Dolan (other than securities held jointly with his spouse) and this report shall not be deemed to be an admission that she is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(8) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares of MSG Class A Common Stock received by the Reporting Persons' minor children in connection with the Distribution, in a transaction exempt under Rule 16a-9.

(9) Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by their minor children and this filing shall not be deemed an admission that Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(10) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares of MSG Class A Common Stock received by members of the Reporting Persons' household in connection with the Distribution, in a transaction exempt under Rule 16a-9.

(11) Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by members of their household and this filing shall not be deemed an admission that Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(12) Each restricted stock unit is granted under the MSG 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.

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- Reflects acquisition of restricted stock units in connection with the Distribution in a transaction exempt under Rule 16a-9 or 16b-6 and
- (13) 16b-3. James L. Dolan, Kristin A. Dolan's spouse, received one MSG restricted stock unit in respect of every three MSG Networks restricted stock units.
- (14) The Madison Square Garden Company Class B Common Stock (the "Class B Common Stock") is convertible at the option of the holder on a share for share basis into The Madison Square Garden Company Class A Common Stock (the "Class A Common Stock").
- Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares
- (15) of MSG Class B Common Stock received by James L. Dolan, Krstin A. Dolan's spouse, in connection with the Distribution, in an exempt transaction under Rule 16a-9.

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.