

Madison Square Garden Co
 Form 4
 October 16, 2015

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 *
DOLAN JAMES LAWRENCE

(Last) (First) (Middle)

TWO PENN PLAZA

(Street)

NEW YORK, NY 10121-0091

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
10/14/2015

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)
Executive Chairman / Member of 13(d) Group

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Represents options to purchase Class A Common Stock received by the Reporting Person in connection with the Distribution, and granted pursuant to the 2015 Employee Stock Plan, in a transaction exempt under Rules 16a-9 or 16b-6 and 16b-3.

- (4) The options are fully exercisable and vested as of the date of this filing.

Securities held directly by James L. Dolan, Kristin A. Dolan's spouse. Ms. Dolan disclaims beneficial ownership of these securities

- (5) beneficially owned or deemed to be beneficially owned by Mr. Dolan 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.

- (6) 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.

Reflects acquisition of restricted stock units in connection with the Distribution in a transaction exempt under Rules 16a-9 or 16b-6 and

- (7) 16b-3. The number of restricted stock units represents a value equal to 70% of the value of the MSG Networks award at the time of the Distribution. (The remainder of the footnote is continued in footnote (7) below.)

The value of the MSG restricted stock units and MSG Networks restricted stock units was based upon the volume weighted average

- (8) prices of the MSG Class A Common Stock over the ten trading days immediately following the Distribution, and MSG Networks Class A Common Stock over the ten trading days immediately preceding the Distribution. 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.

- (9) The restricted stock units are scheduled to vest in three equal installments on September 11, 2016, September 11, 2017 and September 11, 2018, subject to the achievement of certain performance measures.

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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