

Madison Square Garden Co
Form 4
October 02, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOLAN CHARLES F

(Last) (First) (Middle)

**C/O DOLAN FAMILY
OFFICE, 340 CROSSWAYS PARK
DRIVE**

(Street)

WOODBURY, NY 11797

(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)

Member of 13D 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 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	(A) or (D) Amount Price		
Class A Common Stock	09/30/2015		J ⁽¹⁾		6,163 ⁽¹⁾ A ⁽¹⁾	6,163 ⁽²⁾	D ⁽³⁾ ⁽⁴⁾
Class A Common Stock						27,409 ⁽⁵⁾	I ⁽⁴⁾ ⁽⁶⁾ By CFD 2009 Revocable Trust

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(7)					(7)	(7)	Class A Common Stock	225,385 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN CHARLES F C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797	X	X		Member of 13D Group
DOLAN HELEN A C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797		X		Member of 13D Group

Signatures

/s/ Brian G. Sweeney, Attorney-in-fact for Charles F. Dolan

10/02/2015

**Signature of Reporting Person

Date

/s/ Brian G. Sweeney, Attorney-in-fact for Helen A. 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).

Represents Class A Common Stock received by Charles F. Dolan, Helen A. 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

- (1) common stock of The Madison Square Garden Company (formerly, MSG Spingo, 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.

Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares

- (2) of MSG Class A Common Stock received by Charles F. Dolan, Helen A. Dolan's spouse, in connection with the Distribution in an exempt transaction under Rule 16a-9.

- (3) Securities held directly by Mr. Charles F. Dolan and indirectly by his spouse, Mrs. Helen A. Dolan.

- (4) Helen A. Dolan disclaims beneficial ownership of these securities 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.

Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Represents shares

- (5) of MSG Class A Common Stock received by the Charles F. Dolan 2009 Revocable Trust in connection with the Distribution in an exempt transaction under Rule 16a-9.

- (6) Charles F. Dolan is the sole trustee and beneficiary of the Charles F. Dolan 2009 Revocable Trust.

- (7) 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 of Class B Common Stock previously owned directly by MSG Networks and its subsidiaries and received by

- (8) the Charles F. Dolan 2009 Revocable Trust in connection with the Distribution in a transaction exempt under Rule 16a-9 and Rule 16a-13.

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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