DOLAN CHARLES F

Form 4

December 02, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First)

Madison Square Garden Co [MSG]

(Check all applicable)

2 PENN PLAZA

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner __X__ Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

11/30/2011

below) Member of 13(d) Group

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

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

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10121

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

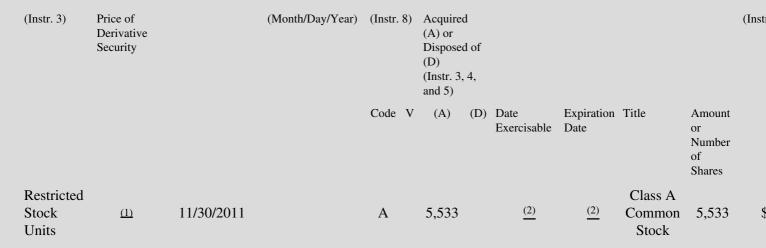
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Code Securities Security or Exercise any (Month/Day/Year) (Instr. 3 and 4) Secu

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN CHARLES F 2 PENN PLAZA NEW YORK, NY 10121	X			Member of 13(d) Group
DOLAN HELEN A 2 PENN PLAZA NEW YORK, NY 10121				Member of 13(d) Group
Signatures				
/s/ Lawrence J. Burian, Attorney-in-fact for Charles F. Dolan				12/02/2011
**Signature of Reporti	ng Person			Date
/s/ William A. Frewin, Attorney	-in-Fact for	Helen A.		12/02/2011

Explanation of Responses:

**Signature of Reporting Person

Dolan

- * 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 Stock Plan for Non-Employee Directors and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.
- (2) The restricted stock units are fully vested on the date of the grant and will be settled in cash or in stock on the first business day 90 days after service on the Board of Directors ceases.

Date

Restricted stock units held directly by Mr. Dolan and indirectly by his spouse, Mrs. Helen A. Dolan. Mrs. Dolan disclaims beneficial ownership of all securities of The Madison Square Garden Company beneficially owned or deemed to be beneficially owned by her spouse and this filing shall not be deemed an admission that Mrs. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

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.

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