

Madison Square Garden Co
 Form 5
 August 09, 2012

FORM 5

OMB APPROVAL

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

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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person * CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M
 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) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 06/30/2012
 ___ Director ___ 10% Owner
 ___ Officer (give title below) Other (specify below)
 Member of 13D Group

DOLAN FAMILY OFFICE, 340 CROSSWAYS PARK DRIVE
 (Street)

WOODBURY, NY 11797
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
 6. Individual or Joint/Group Reporting (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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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 any	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
The Madison Square Garden Company Class B Common Stock	Â	09/30/2011	Â	G ⁽²⁾	Â 553,705	Â ⁽¹⁾	Â ⁽¹⁾	The Madison Square Garden Company Class A Common Stock	553,70
The Madison Square Garden Company Class B Common Stock	Â	09/30/2011	Â	G ⁽²⁾	Â 42,423	Â ⁽¹⁾	Â ⁽¹⁾	The Madison Square Garden Company Class A Common Stock	42,423
The Madison Square Garden Company Class B Common Stock	Â	09/30/2011	Â	G ⁽²⁾	Â 308,327	Â ⁽¹⁾	Â ⁽¹⁾	The Madison Square Garden Company Class A Common Stock	308,32
The Madison Square Garden Company Class B Common Stock	Â	09/30/2011	Â	G ⁽²⁾	Â 10,400	Â ⁽¹⁾	Â ⁽¹⁾	The Madison Square Garden Company Class A Common Stock	10,400
The Madison Square Garden Company Class B Common Stock	Â	01/03/2012	Â	G ⁽²⁾	Â 451,909	Â ⁽¹⁾	Â ⁽¹⁾	The Madison Square Garden Company Class A Common Stock	451,90

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The Madison Square Garden Company Class B Common Stock	Â	01/03/2012	Â	<u>G(2)</u>	Â	134,167	Â <u>(1)</u>	Â <u>(1)</u>	The Madison Square Garden Company Class A Common Stock	134,16
The Madison Square Garden Company Class B Common Stock	Â	01/03/2012	Â	<u>G(2)</u>	Â	251,642	Â <u>(1)</u>	Â <u>(1)</u>	The Madison Square Garden Company Class A Common Stock	251,64
The Madison Square Garden Company Class B Common Stock	Â	01/03/2012	Â	<u>G(2)</u>	Â	32,891	Â <u>(1)</u>	Â <u>(1)</u>	The Madison Square Garden Company Class A Common Stock	32,891
The Madison Square Garden Company Class B Common Stock	Â	04/02/2012	Â	<u>G(2)</u>	Â	375,054	Â <u>(1)</u>	Â <u>(1)</u>	The Madison Square Garden Company Class A Common Stock	375,05
The Madison Square Garden Company Class B Common Stock	Â	04/02/2012	Â	<u>G(2)</u>	Â	111,350	Â <u>(1)</u>	Â <u>(1)</u>	The Madison Square Garden Company Class A Common Stock	111,35
The Madison Square Garden Company Class B Common Stock	Â	04/02/2012	Â	<u>G(2)</u>	Â	208,846	Â <u>(1)</u>	Â <u>(1)</u>	The Madison Square Garden Company Class A Common Stock	208,84

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The Madison Square Garden Company Class B Common Stock	04/02/2012	G ⁽²⁾	27,298	(1)	(1)	The Madison Square Garden Company Class A Common Stock	27,298
The Madison Square Garden Company Class B Common Stock	07/02/2012	G ⁽²⁾	337,790	(1)	(1)	The Madison Square Garden Company Class A Common Stock	337,790
The Madison Square Garden Company Class B Common Stock	07/02/2012	G ⁽²⁾	100,287	(1)	(1)	The Madison Square Garden Company Class A Common Stock	100,287
The Madison Square Garden Company Class B Common Stock	07/02/2012	G ⁽²⁾	188,096	(1)	(1)	The Madison Square Garden Company Class A Common Stock	188,096
The Madison Square Garden Company Class B Common Stock	07/02/2012	G ⁽²⁾	24,585	(1)	(1)	The Madison Square Garden Company Class A Common Stock	24,585

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â	

CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797				Member of 13D Group
HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M DOLAN FAMILY OFFICE 340 CROSSWAYS PAR DRIVE WOODBURY, NY 11797	Â	Â	Â	Member of 13D Group
CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797	Â	Â	Â	Member of 13D Group
HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797	Â	Â	Â	Member of 13D Group

Signatures

Charles F. Dolan, as Trustee of the CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M By: /s/ William A. Frewin, Attorney-in-Fact		08/08/2012
__Signature of Reporting Person		Date
Helen A. Dolan, as Trustee of the HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M By: /s/ William A. Frewin, Attorney-in-Fact		08/08/2012
__Signature of Reporting Person		Date
Charles F. Dolan, as Trustee of the CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M By: /s/ William A. Frewin, Attorney-in-Fact		08/08/2012
__Signature of Reporting Person		Date
Helen A. Dolan, as Trustee of the HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M By: /s/ William A. Frewin, Attorney-in-Fact		08/08/2012
__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) The Madison Square Garden Company Class B common stock of Issuer is convertible at the option of the holder share for share into The Madison Square Garden Company Class A common stock of the Issuer.
 - (2) Gift.
These securities are owned directly by the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1M which is a member of a "group" with the other reporting person for purposes of Section 13(d) of the Exchange Act. The other reporting persons disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (3)
 - (4)

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These securities are owned directly by the Charles F. Dolan 2011 Grantor Retained Annuity Trust #2M which is a member of a "group" with the other reporting person for purposes of Section 13(d) of the Exchange Act. The other reporting persons disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (5) These securities are owned directly by the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1M which is a member of a "group" with the other reporting person for purposes of Section 13(d) of the Exchange Act. The other reporting persons disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (6) These securities are owned directly by the Helen A. Dolan 2011 Grantor Retained Annuity Trust #2M which is a member of a "group" with the other reporting person for purposes of Section 13(d) of the Exchange Act. The other reporting persons disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.