

Madison Square Garden Co
Form 4
December 18, 2013

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)

2 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)

12/16/2013

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 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 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	Amount	(A) or (D)	Price
Class A Common Stock	12/16/2013		M		15,000	A	\$ 10.78 70,999
Class A Common Stock	12/16/2013		M		30,000	A	\$ 10.78 100,999
Class A Common Stock	12/16/2013		M		66,000	A	\$ 14.25 166,999
Class A Common	12/16/2013		F		69,841.57 (2)	D	\$ 54.8 97,157.43

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Stock

Class A

Common 12/16/2013 D 1.43 ⁽³⁾ D \$ 54.8 97,156 D ⁽¹⁾
Stock

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
Options (Right to Buy)	\$ 10.78	12/16/2013		M	15,000	02/24/2010 11/08/2015	Class A Common Stock 15,000
Options (Right to Buy)	\$ 10.78	12/16/2013		M	30,000	02/24/2010 11/08/2015	Class A Common Stock 30,000
Options (Right to Buy)	\$ 14.25	12/16/2013		M	66,000	02/24/2010 06/05/2016	Class A Common Stock 66,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN CHARLES F 2 PENN PLAZA NEW YORK, NY 10121	X	X		Member of 13(d) Group
DOLAN HELEN A 2 PENN PLAZA NEW YORK, NY 10121				Member of 13(d) Group

Signatures

/s/ Renzo Mori, Attorney-in-Fact to Charles F.
Dolan

12/18/2013

__Signature of Reporting Person

Date

/s/ Renzo Mori, Attorney-in-Fact for Helen A.
Dolan

12/18/2013

__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).

Securities held directly by Mr. Charles F. Dolan and indirectly by his spouse, Ms. Helen A. Dolan. Helen A. Dolan disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

(1) Shares of The Madison Square Garden Company ("MSG") withheld to pay exercise price and withholding taxes on exercise of stock options exempt under Rule 16b-3.

(2) Dispositon to MSG of fractional shares due to rounding exempt under 16b-3.

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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