

Madison Square Garden Co
 Form 4
 December 19, 2014

FORM 4

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

OMB APPROVAL

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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).

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 CHARLES F

(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)
12/18/2014

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)
Class A Common Stock	12/05/2014		G	V 14,928 (1)	D \$ 0 (2)	82,228	I (3) (4) By CFD 2009 Revocable Trust

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

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 (9-02)

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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
Restricted Stock Units	(5)	12/18/2014		A	1,518	(6) (6)	Class A Common Stock 1,518
Class B Common Stock	(7)	12/08/2014		G	V 2,268 (1)	(7) (7)	Class A Common Stock 2,268
Class B Common Stock	(7)					(7) (7)	Class A Common Stock 351,364

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN CHARLES F TWO PENN PLAZA NEW YORK, NY 10121-0091	X			Member of 13(d) Group
DOLAN HELEN A TWO PENN PLAZA NEW YORK, NY 10121-0091				Member of 13(d) Group

Signatures

/s/ Renzo Mori, Attorney-in-Fact for Charles F. Dolan 12/19/2014

__Signature of Reporting Person Date

/s/ Renzo Mori, Attorney-in-Fact for Helen A. Dolan 12/19/2014

__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) Aggregate of multiple gifts made on the same day.
- (2) Gift.
- (3) Charles F. Dolan is the sole trustee and beneficiary of the Charles F. Dolan 2009 Revocable Trust.
- (4) Helen A. Dolan disclaims beneficial ownership of these securities and this filing shall not be deemed an admission that Ms. Dolan is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (5) 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.
- (6) 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.

The Madison Square Garden Company Class B Common Stock (the "Class B Common Stock") of the Issuer 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") of the Issuer.
- (8) Helen A. Dolan is the sole trustee and beneficiary of the Helen A. Dolan 2009 Revocable Trust.
- (9) Charles F. Dolan disclaims beneficial ownership of these securities and this filing shall not be deemed an admission that Mr. Dolan is, for 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.

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