

Dolan Kristin A
Form 4
September 28, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOLAN JAMES LAWRENCE

(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)

09/26/2017

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 ☒ Other (specify
below) below)
Executive Chairman / 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 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 | 09/26/2017 | | M | 7,086 A | \$ 0 ⁽¹⁾ | 140,268 ⁽²⁾ | D ⁽³⁾ |
| Class A Common Stock | 09/26/2017 | | F ⁽⁴⁾ | 3,654 D | \$ 209.62 | 136,614 ⁽²⁾ | D ⁽³⁾ |
| Class A Common Stock | | | | | 7,733 | I ⁽⁵⁾ | By Spouse |
| | | | | | 1,051 | I ⁽⁶⁾ | |

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Class A
Common
Stock

By
Members of
Household

Class A
Common
Stock

491

I (7)

By Minor
Children

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) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Restricted Stock Units | <u>(1)</u> | 09/26/2017 | | M | 7,086 | <u>(1)</u> 09/26/2019 | Class A Common Stock | 7,086 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| DOLAN JAMES LAWRENCE TWO PENN PLAZA NEW YORK, NY 10121-0091 | X | | Executive Chairman | Member of 13(d) Group |
| Dolan Kristin A TWO PENN PLAZA NEW YORK, NY 10121-0091 | X | | | |

Signatures

/s/ James L. Dolan

09/28/2017

 Signature of Reporting Person

Date

/s/ Mark C. Cresitello, Attorney-in-Fact for Kristin A.
Dolan

09/28/2017

__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).

- Each restricted stock unit ("RSU") was granted on September 26, 2016 under The Madison Square Garden Company ("MSG") 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on September 26, 2017. The remaining two-thirds of the RSUs vest on September 26, 2018 and September 26, 2019.
- (1) Includes shares held jointly with spouse.
Securities held directly by James L. Dolan, Kristin A. Dolan's spouse or jointly by James L. Dolan and Kristin A. Dolan. Ms. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Mr. Dolan (other than securities held jointly with her spouse) 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.
 - (2) Represents RSUs of MSG withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above, exempt under Rule 16b-3.
Securities held directly by Kristin A. Dolan, James L. Dolan's spouse. Mr. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Ms. Dolan (other than securities in which he has a direct pecuniary interest) and this report shall not be deemed to be an admission that Mr. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
 - (3) Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by members of their household and this filing shall not be deemed an admission that Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
 - (4) Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by their minor children and this filing shall not be deemed an admission that Reporting Persons are, 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.

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