D'Ambrosio Philip Gerard Form 3 October 11, 2018

## FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Madison Square Garden Co [MSG] D'Ambrosio Philip Gerard (Month/Day/Year) 10/03/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) TWO PENNSYLVANIA (Check all applicable) **PLAZA** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting SVP, Treasurer Person NEW YORK, NYÂ 10121 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Class A Common Stock 1,302 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

3. Title and Amount of 1. Title of Derivative Security 5. 6. Nature of Indirect 2. Date Exercisable and Securities Underlying (Instr. 4) **Expiration Date** Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	(1)	09/15/2021	Class A Common Stock	1,222	\$ 0	D	Â
Restricted Stock Units	(2)	08/30/2020	Class A Common Stock	1,167	\$ 0	D	Â
Restricted Stock Units	(3)	09/15/2019	Class A Common Stock	710	\$ 0	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
D'Ambrosio Philip Gerard TWO PENNSYLVANIA PLAZA NEW YORK, NY 10121	Â	Â	SVP, Treasurer	Â		

# **Signatures**

/s/ Mark C. Cresitello, Attorney-in-Fact for Philip G.
D'Ambrosio

10/11/2018

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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 August 28, 2018 under The Madison Square Garden Company ("MSG") 2015
- (1) Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs will vest in three equal installments on each of September 15, 2019, September 15, 2020 and September 15, 2021.
- Each RSU was granted on August 30, 2017 under MSG 2015 Employee Stock Plan and represents a right to receive one share of Class A (2) Common Stock or the cash equivalent thereof. One-third of the original grant of 1,750 RSUs vested and were settled on August 30, 2018. The remaining two-thirds of the RSUs will vest in equal installments on each of August 30, 2019 and August 30, 2020.
- Each RSU was granted on September 26, 2016 under the MSG 2015 Employee Stock Plan and represents a right to receive one share of (3) Class A Common Stock or the cash equivalent thereof. One-third of the original grant of 2,130 RSUs vested and were settled on each September 26, 2017 and September 14, 2018. The remaining one-third of RSUs will vest on September 15, 2019.

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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