

Madison Square Garden Co
Form 4
August 28, 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 PATRICK FRANCIS

(Last) (First) (Middle)

340 CROSSWAYS PARK DRIVE

(Street)

WOODBURY, NY 11797

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Madison Square Garden Co [MSG]

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2014

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 13D 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	08/26/2014		C	1,500	A \$ 7.27	5,756 ⁽¹⁾	D
Class A Common Stock	08/26/2014		J	658 ⁽²⁾	D \$ 66.76	5,098 ⁽¹⁾	D
Class A Common Stock						1,850	I ⁽³⁾ By children
Class A Common Stock						300	I ⁽⁴⁾ By spouse

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)	Amount or Number of Shares
Options (Right to Buy)	\$ 7.27	08/26/2014		C	1,500	02/24/2010 ⁽⁵⁾ 10/01/2014	Class A Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN PATRICK FRANCIS 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797				Member of 13D Group

Signatures

/s/ Renzo Mori, Attorney-in-Fact for Patrick F. Dolan
08/28/2014

**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) Includes shares held jointly with spouse.
- (2) Shares of The Madison Square Garden Company ("MSG") withheld by the issuer to pay exercise price and withholding taxes on exercise of stock options.

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- (3) Reporting Person disclaims beneficial ownership of all securities of MSG beneficially owned by his children and this filing shall not be deemed an admission that he is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (4) Reporting Person disclaims beneficial ownership of all MSG securities beneficially owned by his spouse and this filing shall not be deemed an admission that he is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (5) The options were received in connection with the spin-off of MSG from Cablevision Systems Corporation and were exercisable on the date received.

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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