

Dolan Kristin A
 Form 4
 September 12, 2012

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 JAMES LAWRENCE

(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)
09/10/2012

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)
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. 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) Code V Amount (D) Price			
Class A Common Stock	08/30/2012		G	V 300 D \$ 0 (3)	189,042 (7)	D (2)	
Class A Common Stock					4,024	I (5)	By Spouse
Class A Common Stock					2,125	I (4)	By Minor Children
					625	I (6)	By Son

Class A
Common
Stock

Class A
Common
Stock

392.13 I (5) By 401(k)

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	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	<u>(1)</u>	09/10/2012		A	21,680	09/10/2015 09/10/2015	Class A Common Stock 21,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN JAMES LAWRENCE 2 PENN PLAZA NEW YORK, NY 10121	X		Executive Chairman	Member of 13(d) Group
Dolan Kristin A 2 PENN PLAZA NEW YORK, NY 10121	X			

Signatures

/s/ Lawrence J. Burian, Attorney-in Fact for James L. Dolan

09/12/2012

**Signature of Reporting Person

Date

/s/ Lawrence J. Burian, Attorney-in Fact for Kristin A.
Dolan

09/12/2012

__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) Each restricted stock unit is granted under The Madison Square Garden Company 2010 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.

Securities held directly by James L. Dolan, Kristin A. Dolan's spouse. Ms. Dolan disclaims beneficial ownership of all the securities of The Madison Square Garden Company ("MSG") beneficially owned or deemed to be beneficially owned by Mr. Dolan (other than securities held jointly with her spouse) and this filing shall not be deemed an admission that Ms. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (2) Securities held directly by James L. Dolan, Kristin A. Dolan's spouse. Ms. Dolan disclaims beneficial ownership of all the securities of The Madison Square Garden Company ("MSG") beneficially owned or deemed to be beneficially owned by Mr. Dolan (other than securities held jointly with her spouse) and this filing shall not be deemed an admission that Ms. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (3) Gift.

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.
- (4) Securities held directly by Kristin A. Dolan, James L. Dolan's spouse. Mr. Dolan disclaims beneficial ownership of all the securities of MSG beneficially owned or deemed to be beneficially owned by Ms. Dolan (other than securities in which he has a direct pecuniary interest) and this filing shall not be deemed an admission that Mr. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (5) Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by their son 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.
- (6) Includes shares held jointly with spouse.
- (7)

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.