Dolan Kristin A Form 4 November 15, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DOLAN JAMES LAWRENCE

| DOLAN JAMES LAWRENCE | | | Symbol Madison Square Garden Co [MSG] | | | | | (Charle all ambigable) | | | |
|--------------------------------------|--|----------|---------------------------------------|---------------------------------------|---|---------|--|---|--|---|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | (Check all applicable) | | | |
| | | | | Day/Year) 2012 | | | _X Director 10% Owner X Officer (give titleX Other (specify below) | | | | |
| | | | | Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting | | | |
| (City) | (State) | (Zip) | | | | | | Person | | | |
| (City) | (State) | (Zip) | Tab | ole I - Non- | -Derivative S | Securi | ties Acquii | red, Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | | Date, if | 3. Transacti Code (Instr. 8) | 4. Securitie omr Dispose (Instr. 3, 4 | d of (Ľ |)) | 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 | 11/13/2012 | | | M | 18,600 | A | \$ 10.78 | 207,642 (1) | D (2) | | |
| Class A Common Stock | 11/13/2012 | | | M | 225,775 | A | \$ 7.12 | 433,417 (1) | D (2) | | |
| Class A Common Stock | 11/13/2012 | | | S | 244,375 | D | \$ 43.776 (9) | 189,042 (1) | D (2) | | |
| Class A Common | 11/14/2012 | | | M | 41,666 | A | \$ 7.49 | 230,708 (1) | D (2) | | |

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| Stock | | | | | | | | |
|----------------------------|------------|---|--------|---|----------------|-------------|-------|----------------------|
| Class A Common Stock | 11/14/2012 | M | 30,000 | A | \$ 7.27 | 260,708 (1) | D (2) | |
| Class A Common Stock | 11/14/2012 | S | 71,666 | D | \$ 43.931 (10) | 189,042 (1) | D (2) | |
| Class A Common Stock | | | | | | 4,024 | I (3) | By Spouse |
| Class A Common Stock | | | | | | 2,125 | I (4) | By Minor Children |
| Class A Common Stock | | | | | | 625 | I (5) | By Son |
| Class A Common Stock | | | | | | 391.629 | I (3) | By 401(k) |

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.

SEC 1474

(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. Transactio Code (Instr. 8) | 5. Number of iorDerivative 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 of Number of Shares |
| Options (Rights to Buy) | \$ 7.49 | 11/14/2012 | | M | | 41,666 (6) | 02/24/2010 | 06/25/2013 | Class A Common Stock | 41,666 |
| Options (Rights to Buy) | \$ 7.27 | 11/14/2012 | | M | | 30,000 | 02/24/2010 | 10/01/2014 | Class A Common Stock | 30,000 |
| Options (Rights | \$ 10.78 | 11/13/2012 | | M | | 18,600 (6) | 02/24/2010 | 10/01/2014 | Class A Common | 18,600 |

| to Buy) | | | | | | | Stock | |
|-------------------------|---------|------------|---|------------------------|------------|------------|----------------------------|--------|
| Options (Rights to Buy) | \$ 7.12 | 11/13/2012 | М | 225,775 (<u>6)</u> | <u>(7)</u> | 09/05/2014 | Class A Common Stock | 225,77 |

Reporting Owners

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

Signatures

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

Dolan

**Signature of Reporting Person

Date

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

Dolan

**Signature of Reporting Person

Date

**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.
- 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.
- Securities held directly or indirectly through a 401(k) plan 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.
- 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.
- 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) Exercise of options under the MSG 2010 Employee Stock Plan, exempt under Rule 16b-3.
- (7) The options vested in three equal installments on each of March 5, 2010, March 5, 2011 and March 5, 2012.
- (8) Ms. Dolan disclaims beneficial ownership of all options of MSG beneficially owned or deemed to be beneficially owned by 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

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owner of such securities.

- This transaction was executed in multiple trades at prices ranging from \$43.75 to \$44.02 per share. The price reported above reflects the weighted average sale price. Mr. Dolan hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$43.90 to \$44.08 per share. The price reported above reflects the weighted average sale price. Mr. Dolan hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.