

Dolan Kristin A  
Form 4  
November 15, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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)

TWO 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)  
11/13/2012

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
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	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 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock	11/14/2012		S	71,666	D	\$ 43.931 <u>(10)</u>	189,042 <sup>(1)</sup>	D <sup>(2)</sup>	
Class A Common Stock							4,024	I <sup>(3)</sup>	By Spouse
Class A Common Stock							2,125	I <sup>(4)</sup>	By Minor Children
Class A Common Stock							625	I <sup>(5)</sup>	By Son
Class A Common Stock							391.629	I <sup>(3)</sup>	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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)
				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 <sup>(6)</sup>	02/24/2010 06/25/2013	Class A Common Stock 41,666
Options (Rights to Buy)	\$ 7.27	11/14/2012		M	30,000 <sup>(6)</sup>	02/24/2010 10/01/2014	Class A Common Stock 30,000
Options (Rights to Buy)	\$ 10.78	11/13/2012		M	18,600 <sup>(6)</sup>	02/24/2010 10/01/2014	Class A Common Stock 18,600



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owner of such securities.

(9) 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.

(10) 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.

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