

Madison Square Garden Co
 Form 4
 October 02, 2015

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 *
 Sweeney Brian

(Last) (First) (Middle)

C/O DOLAN FAMILY
 OFFICE, 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)
 09/30/2015

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)

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		
				Code	V	Amount	
Class A Common Stock	09/30/2015		J(1)	6,163 (1)	A	15,182 (2)	D (3)
Class A Common Stock						6,872 (4)	I (5) By Spouse
Class A Common Stock						2,247 (6)	I (7) By Trusts

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sweeney Brian C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797		X		
DOLAN-SWEENEY DEBORAH A C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797				Member of 13D Group

Signatures

/s/ Brian G. Sweeney	10/02/2015
**Signature of Reporting Person	Date
/s/ Brian G. Sweeney, Attorney-in-Fact for Deborah A. Dolan-Sweeney	10/02/2015
**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)

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Represents Class A Common Stock received by Brian G. Sweeney, Deborah A. Dolan-Sweeney's spouse, in connection with the distribution by MSG Networks Inc. (formerly, The Madison Square Garden Company, and referred to herein as "MSG Networks") of all of the outstanding common stock of The Madison Square Garden Company (formerly, MSG Spinco, Inc. and referred to herein as "MSG") to its stockholders (the "Distribution") pursuant to vested MSG Networks restricted stock units, in a transaction exempt under Rules 16a-9 or 16b-6, and 16b-3. The shares of Class A Common Stock were granted pursuant to the 2015 Stock Plan for Non-Employee Directors.

- (2) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares of MSG Class A Common Stock received by Brian G. Sweeney, Deborah A. Dolan-Sweeney's spouse, in connection with the Distribution in an exempt transaction under Rule 16a-9.
- (3) Securities held directly by Brian G. Sweeney, Deborah A. Dolan-Sweeney's spouse. Ms. Dolan-Sweeney disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Mr. Sweeney (other than securities in which she has a direct pecuniary interest) and this report shall not be deemed to be an admission that she is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (4) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Includes shares of MSG Class A Common Stock received by Ms. Dolan-Sweeney in connection with the Distribution in an exempt transaction under Rule 16a-9.
- (5) Securities held directly by Deborah A. Dolan-Sweeney, Brian G. Sweeney's spouse. Mr. Sweeney disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Ms. Deborah A. Dolan-Sweeney (other than securities in which he has a direct pecuniary interest) and this report shall not be deemed to be an admission that he is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (6) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13. Represents shares of MSG Class A Common Stock received by trusts for the benefit of Reporting Persons' children in connection with the Distribution in an exempt transaction under Rule 16a-9.
- (7) Securities held in trusts for which Mr. Sweeney serves as co-trustee. Both he and Mrs. Dolan-Sweeney disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that they are, for the purposes of Section 16 or for any other purpose, the beneficial owners of such securities.

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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