

Madison Square Garden Co
Form 4
October 09, 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 *
CHARLES F. DOLAN CHILDREN TRUST FBO JAMES L. DOLAN

(Last) (First) (Middle)

KNICKERBOCKER GROUP LLC, PO BOX 420

(Street)

OYSTER BAY, NY 11771

(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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 09/30/2015 | | J ⁽¹⁾ | V 13,295 ₍₁₎ A 13,295 ₍₂₎ | | D ₍₃₎ | |
| Class A Common Stock | 09/30/2015 | | J ⁽¹⁾ | V 13,295 ₍₁₎ A 13,295 ₍₂₎ | | D ₍₄₎ | |
| Class A Common Stock | 09/30/2015 | | J ⁽¹⁾ | V 15,954 ₍₁₎ A 15,954 ₍₂₎ | | D ₍₅₎ | |
| Class A Common | 09/30/2015 | | J ⁽¹⁾ | V 15,954 ₍₁₎ A 15,954 ₍₂₎ | | D ₍₆₎ | |

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Stock

Class A
Common Stock 09/30/2015 J⁽¹⁾ V 15,954⁽¹⁾ A (1) 15,954⁽²⁾ D⁽⁷⁾

Class A
Common Stock 09/30/2015 J⁽¹⁾ V 15,954⁽¹⁾ A (1) 15,954⁽²⁾ D⁽⁸⁾

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.

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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. Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (9) | 09/30/2015 | | J ⁽¹⁰⁾ | V | 308,986 ⁽¹⁰⁾ | | (9) | (9) | Class A Common Stock | 308,986 ⁽¹⁰⁾ |
| Class B Common Stock | (9) | 09/30/2015 | | J ⁽¹⁰⁾ | V | 308,986 ⁽¹⁰⁾ | | (9) | (9) | Class A Common Stock | 308,986 ⁽¹⁰⁾ |
| Class B Common Stock | (9) | 09/30/2015 | | J ⁽¹⁰⁾ | V | 295,338 ⁽¹⁰⁾ | | (9) | (9) | Class A Common Stock | 295,338 ⁽¹⁰⁾ |
| Class B Common Stock | (9) | 09/30/2015 | | J ⁽¹⁰⁾ | V | 306,327 ⁽¹⁰⁾ | | (9) | (9) | Class A Common Stock | 306,327 ⁽¹⁰⁾ |
| Class B Common Stock | (9) | 09/30/2015 | | J ⁽¹⁰⁾ | V | 306,327 ⁽¹⁰⁾ | | (9) | (9) | Class A Common Stock | 306,327 ⁽¹⁰⁾ |
| Class B Common Stock | (9) | 09/30/2015 | | J ⁽¹⁰⁾ | V | 296,934 ⁽¹⁰⁾ | | (9) | (9) | Class A Common Stock | 296,934 ⁽¹⁰⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------|
| | Director | 10% Owner | Officer | Other |
| CHARLES F. DOLAN CHILDREN TRUST FBO JAMES L. DOLAN KNICKERBOCKER GROUP LLC PO BOX 420 OYSTER BAY, NY 11771 | | | | Member of 13D Group |
| CHARLES F. DOLAN CHILDREN TRUST FBO THOMAS C. DOLAN C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797 | | | | Member of 13D Group |
| CHARLES F. DOLAN CHILDREN TRUST FBO PATRICK F. DOLAN C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797 | | | | Member of 13D Group |
| CHARLES F. DOLAN CHILDREN TRUST FBO KATHLEEN M. DOLAN C/O RICHARD BACCARI MLC VENTURES LLC, PO BOX 1014 YORKTOWN HEIGHTS, NY 10598 | | | | Member of 13D Group |
| CHARLES F. DOLAN CHILDREN TRUST FBO DEBORAH DOLAN-SWEENEY C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797 | | | | Member of 13D Group |
| CHARLES F. DOLAN CHILDREN TRUST FBO MARIANNE DOLAN WEBER C/O RICHARD BACCARI MLC VENTURES LLC, PO BOX 1014 YORKTOWN HEIGHTS, NY 10598 | | | | Member of 13D Group |

Signatures

| | |
|---|------------|
| CHARLES F. DOLAN CHILDREN TRUST FBO JAMES L. DOLAN By: /s/ Brian G. Sweeney, Attorney-in-Fact | 10/09/2015 |
| **Signature of Reporting Person | Date |
| CHARLES F. DOLAN CHILDREN TRUST FBO THOMAS C. DOLAN By: /s/ Brian G. Sweeney, Attorney-in-Fact | 10/09/2015 |
| **Signature of Reporting Person | Date |
| CHARLES F. DOLAN CHILDREN TRUST FBO PATRICK F. DOLAN By: /s/ Brian G. Sweeney, Attorney-in-Fact | 10/09/2015 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| CHARLES F. DOLAN CHILDREN TRUST FBO KATHLEEN M. DOLAN By: /s/ Brian G. Sweeney, Attorney-in-Fact | 10/09/2015 |
| <u>Signature of Reporting Person</u> | Date |
| CHARLES F. DOLAN CHILDREN TRUST FBO DEBORAH DOLAN-SWEENEY By: /s/ Brian G. Sweeney, Attorney-in-Fact | 10/09/2015 |
| <u>Signature of Reporting Person</u> | Date |
| CHARLES F. DOLAN CHILDREN TRUST FBO MARIANNE DOLAN WEBER By: /s/ Brian G. Sweeney, Attorney-in-Fact | 10/09/2015 |
| <u>Signature of Reporting Person</u> | 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) Represents Class A Common Stock received 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") in a transaction exempt under Rule 16a-9.
 - (2) Reflects transfer of shares previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13.
 - (3) These securities are owned solely by the Charles F. Dolan Children Trust FBO James L. Dolan, which is a member of a "group" with the other reporting persons for purposes of Section 13(d) of the Exchange Act. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (4) These securities are owned solely by the Charles F. Dolan Children Trust FBO Thomas C. Dolan, which is a member of a "group" with the other reporting persons for purposes of Section 13(d) of the Exchange Act. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (5) These securities are owned solely by the Charles F. Dolan Children Trust FBO Patrick F. Dolan, which is a member of a "group" with the other reporting persons for purposes of Section 13(d) of the Exchange Act. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (6) These securities are owned solely by the Charles F. Dolan Children Trust FBO Kathleen M. Dolan, which is a member of a "group" with the other reporting persons for purposes of Section 13(d) of the Exchange Act. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (7) These securities are owned solely by the Charles F. Dolan Children Trust FBO Deborah A. Dolan-Sweeney, which is a member of a "group" with the other reporting persons for purposes of Section 13(d) of the Exchange Act. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (8) These securities are owned solely by the Charles F. Dolan Children Trust FBO Marianne Dolan Weber, which is a member of a "group" with the other reporting persons for purposes of Section 13(d) of the Exchange Act. Each of the other reporting persons disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (9) The Madison Square Garden Company Class B Common Stock (the "Class B Common Stock") is convertible at the option of the holder on a share for share basis into The Madison Square Garden Company Class A Common Stock (the "Class A Common Stock").
 - (10) Represents Class B Common Stock received in connection with the Distribution in a transaction exempt under Rule 16a-9.

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.