Madison Square Garden Co Form 4 October 16, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

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obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Burian Lawrence J.

2. Issuer Name and Ticker or Trading Symbol

Madison Square Garden Co [MSG]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 10/14/2015

(Middle)

Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) below) EVP, GC & Secretary

TWO PENN PLAZA

Security

(Instr. 3)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10121-0091

(Street)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Reported (A) Transaction(s)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

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

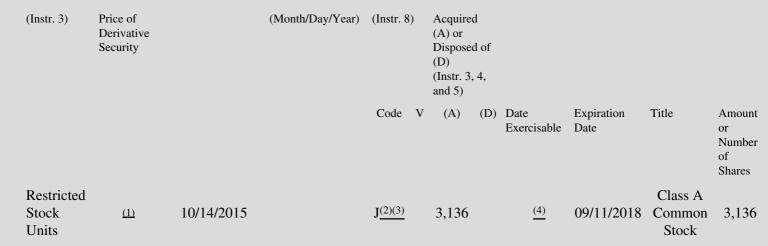
(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burian Lawrence J. TWO PENN PLAZA NEW YORK, NY 10121-0091

EVP, GC & Secretary

Signatures

/s/ Lawrence J. 10/16/2015 Burian

**Signature of Date
Reporting Person

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 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.
 - Reflects acquisition of restricted stock units in connection with 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
- (2) Company (formerly, MSG Spinco, Inc., and referred to herein as "MSG") to its stockholders (the "Distribution") in a transaction exempt under Rules 16a-9 or 16b-6 and 16b-3. The number of restricted stock units represents a value equal to 70% of the value of the MSG Networks award at the time of the Distribution. The remainder of the footnote is continued in footnote (3) below.
- The value of the MSG restricted stock units and MSG Networks restricted stock units was based upon the volume weighted average prices of the MSG Class A Common Stock over the ten trading days immediately following the Distribution, and MSG Networks Class A Common Stock over the ten trading days immediately preceding the Distribution. Each restricted stock unit is granted under the 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.
- (4) The restricted stock units are scheduled to vest in three equal installments on September 11, 2016, September 11, 2017 and September 11, 2018, subject to the achievement of certain performance measures.

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.

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