

Madison Square Garden Co
 Form 4
 October 16, 2015

FORM 4

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

OMB APPROVAL

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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 *
 O'CONNOR DAVID JUSTIN

(Last) (First) (Middle)

2 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)
 10/14/2015

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)
 President & CEO

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 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)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	An Nu Sh
			Code	V	(A)	(D)		
Restricted Stock Units	<u>(1)</u>	10/14/2015	<u>J(2)(3)</u>		207,285	07/15/2018 ⁽⁴⁾	07/15/2018	Class A Common Stock
Restricted Stock Units	<u>(1)</u>	10/14/2015	<u>J(2)(3)</u>		26,863	<u>(5)</u>	09/11/2018	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'CONNOR DAVID JUSTIN 2 PENN PLAZA NEW YORK, NY 10121			President & CEO	

Signatures

/s/ Lawrence J. Burian, Attorney-in-Fact for David O'Connor 10/16/2015

**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) 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 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 Rules 16a-9 or 16b-6 and 16b-3. The number of restricted stock units represents a value equal to the value of the cancelled MSG Networks award at the time of the Distribution. (The remainder of the footnote is continued in footnote (3) below.)
 - (2) The value of the MSG restricted stock units and the cancelled 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.
 - (3) The restricted stock units vest on the third anniversary of the Reporting Person's Pre-Distribution start date with MSG Networks per his employment agreement.
 - (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.