

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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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 *
WEBER MARIANNE DOLAN

(Last) (First) (Middle)

**C/O RICHARD BACCARI, MLC
VENTURES LLC, PO BOX 1014**

(Street)

YORKTOWN HEIGHTS, NY 10598

(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)
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 (A) or (D) Price			
Class A Common Stock	09/30/2015		J ⁽¹⁾	V 8,063 ⁽¹⁾ A <u>1</u> 8,063 ⁽²⁾		D	
Class A Common Stock	09/30/2015		J ⁽¹⁾	V 208 ⁽¹⁾ A <u>1</u> 208 ⁽²⁾		I ⁽³⁾	By spouse
Class A Common Stock	09/30/2015		J ⁽¹⁾	V 308 ⁽¹⁾ A <u>1</u> 308 ⁽²⁾		I ⁽³⁾	By member of household

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 or Value of Underlying Securities (Instr. 3 and 4)
Options (Right to Buy)	\$ 31.77 (4)	10/14/2015		J	333 (5)	(5) 05/18/2016	Class A Common Stock	333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBER MARIANNE DOLAN C/O RICHARD BACCARI MLC VENTURES LLC, PO BOX 1014 YORKTOWN HEIGHTS, NY 10598				Member of 13D Group

Signatures

By: /s/ Richard Baccari, Attorney-in-Fact for Marianne Dolan Weber
Date: 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) 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)

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Reporting person disclaims beneficial ownership of these securities 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.

- The exercise price was determined by allocating the exercise price for the option under the MSG Networks 2010 Stock Plan for Non-Employee Directors between the existing MSG Networks option and the MSG option based upon the volume weighted average
- (4) prices of the MSG Networks Class A Common Stock and the MSG Class A Common Stock over the ten trading days immediately following the Distribution. The underlying share amount takes into account the Distribution ratio of one share of MSG common stock to every three shares of MSG Networks common stock.

- Represents options to purchase Class A Common Stock received by the Reporting Person in connection with the Distribution, and granted
- (5) pursuant to the MSG 2015 Non-Employee Directors Stock Plan, in a transaction exempt under Rules 16a-9 or 16b-6. The options are fully exercisable and vested as of the date of this filing.

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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