

Dolan Kristin A
 Form 4
 September 28, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
DOLAN JAMES LAWRENCE

(Last) (First) (Middle)

TWO PENN PLAZA

(Street)

NEW YORK, NY 10121-0091

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Madison Square Garden Co [MSG]

3. Date of Earliest Transaction
 (Month/Day/Year)
09/26/2017

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)
Executive Chairman / Member of 13(d) 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	(D)	Price
Class A Common Stock	09/26/2017		M		7,086	A	\$ 0 ⁽¹⁾
Class A Common Stock	09/26/2017		F ⁽⁴⁾		3,654	D	\$ 209.62
Class A Common Stock					7,733	I ⁽⁵⁾	By Spouse
					1,051	I ⁽⁶⁾	

/s/ Mark C. Cresitello, Attorney-in-Fact for Kristin A.
Dolan

09/28/2017

__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).

- Each restricted stock unit ("RSU") was granted on September 26, 2016 under The Madison Square Garden Company ("MSG") 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on September 26, 2017. The remaining two-thirds of the RSUs vest on September 26, 2018 and September 26, 2019.
- (1) Includes shares held jointly with spouse.
- Securities held directly by James L. Dolan, Kristin A. Dolan's spouse or jointly by James L. Dolan and Kristin A. Dolan. Ms. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Mr. Dolan (other than securities held jointly with her spouse) 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.
- (3) Represents RSUs of MSG withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above, exempt under Rule 16b-3.
- Securities held directly by Kristin A. Dolan, James L. Dolan's spouse. Mr. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Ms. Dolan (other than securities in which he has a direct pecuniary interest) and this report shall not be deemed to be an admission that Mr. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (5) Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by members of their household and this filing shall not be deemed an admission that Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by their minor children and this filing shall not be deemed an admission that Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (7)

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.