

Lynn Robert J.
Form 4
August 31, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Lynn Robert J.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP & Treasurer

TWO PENN PLAZA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10121-0091

(City) (State) (Zip)

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	08/30/2018		M		256	A	\$ 0 ⁽¹⁾	4,544	D	
Class A Common Stock	08/30/2018		F ⁽²⁾		86	D	\$ 303.52	4,458	D	

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

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SEC 1474 (9-02)

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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 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
Restricted Stock Units	(1)	08/30/2018		M	256	(1) 08/30/2020	Class A Common Stock	256
Restricted Stock Units	(3)	08/29/2018		A	538	(4) 09/15/2021	Class A Common Stock	538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynn Robert J. TWO PENN PLAZA NEW YORK, NY 10121-0091			SVP & Treasurer	

Signatures

/s/ Mark C. Cresitello, Attorney-in-Fact for Robert J. Lynn
Date: 08/31/2018

**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 ("RSU") was granted on August 30, 2017 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 August 30, 2018. One-third of the RSUs will vest on August 30, 2019. One-third of the RSUs will vest on August 30, 2020.
- (2) 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.
- (3) Each RSU is granted under the MSG 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.

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(4) The RSUs vest and are settled in three equal installments on September 15, 2019, September 15, 2020 and September 15, 2021.

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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