

# MADISON SQUARE GARDEN CO

Reported by  
**LUSTGARTEN ANDREW**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 12/18/17 for the Period Ending 12/15/17

Address	TWO PENNSYLVANIA PLAZA NEW YORK, NY, 10121
Telephone	212-465-6000
CIK	0001636519
Symbol	MSG
SIC Code	7990 - Services-Miscellaneous Amusement and Recreation
Industry	Entertainment Production
Sector	Consumer Cyclical
Fiscal Year	06/30

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Lustgarten Andrew</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>12/15/2017</b>	3. Issuer Name and Ticker or Trading Symbol <b>Madison Square Garden Co [MSG]</b>
(Last) (First) (Middle) <b>2 PENNSYLVANIA PLAZA</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President /</b>	
(Street) <b>NEW YORK, NY 10121</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Class A Common Stock</b>	<b>250</b>	<b>D</b>	

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Restricted Stock Units</b>	<a href="#">(1)</a>	<b>9/11/2018</b>	<b>Class A Common Stock</b>	<b>339</b>	<b>\$0.00</b>	<b>D</b>	
<b>Restricted Stock Units</b>	<a href="#">(2)</a>	<b>9/26/2019</b>	<b>Class A Common Stock</b>	<b>646</b>	<b>\$0.00</b>	<b>D</b>	
<b>Restricted Stock Units</b>	<a href="#">(3)</a>	<b>8/30/2020</b>	<b>Class A Common Stock</b>	<b>2100</b>	<b>\$0.00</b>	<b>D</b>	

#### Explanation of Responses:

- Each restricted stock unit ("RSU") was granted on October 14, 2015 under The Madison Square Garden Company 2015 Employee Stock Plan ("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 original grant of 1,017 RSUs vested and were settled on each of September 9, 2016 and September 11, 2017. The remaining one-third of the RSUs will vest on September 11, 2018.
- Each RSU was granted on September 26, 2016 under 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 original grant of 970 RSUs vested and were settled on September 26, 2017. The remaining two-thirds of the RSUs will vest in equal installments on each of September 26, 2018 and September 26, 2019.
- Each RSU was granted on August 30, 2017 under MSG 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. The RSUs will vest in three equal installments on each of August 30, 2018, August 30, 2019 and August 30, 2020.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Lustgarten Andrew</b> <b>2 PENNSYLVANIA PLAZA</b> <b>NEW YORK, NY 10121</b>			<b>President</b>	

**Signatures**

/s/ Mark C. Cresitello, Attorney-in-Fact for Andrew Lustgarten

12/18/2017

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Lawrence J. Burian, and Mark C. Cresitello, and each of them individually, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an Officer and/or Director of, beneficial owner of and/or trustee of a trust which beneficially owns stock of The Madison Square Garden Company (the "Company"), Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (each a "Section 16 Form");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Section 16 Form, complete and execute any amendment or amendments thereto, and timely file such Section 16 Form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he or she may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Section 16 Form with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

This power of attorney is not intended to, and does not, revoke, or in any way affect, any prior power of attorney that I have executed.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of December 2017.

By: */s/ Andrew Lustgarten*  
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*Andrew Lustgarten*