

MADISON SQUARE GARDEN CO

Reported by
DOLAN JAMES LAWRENCE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/30/17 for the Period Ending 08/30/17

| | |
|-------------|---|
| Address | TWO PENNSYLVANIA PLAZA NEW YORK, NY, 10121 |
| Telephone | 212-465-6000 |
| CIK | 0001636519 |
| Symbol | MSG |
| Fiscal Year | 06/30 |

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|--|
| 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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ <input checked="" type="checkbox"/> Other (specify below) Executive Chairman / Member of 13(d) Group |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 8/30/2017 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 8/30/2017 | | A | | 17490 | | (2) | 8/30/2020 | Class A Common Stock | 17490 | \$0.00 | 17490 | D (3) | |

Explanation of Responses:

- (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.
- (2) The RSUs vest and are settled in three equal installments on August 30, 2018, August 30, 2019 and August 30, 2020.
- (3) Securities held directly by James L. Dolan, Kristin A. Dolan's spouse. Ms. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Mr. Dolan 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| DOLAN JAMES LAWRENCE TWO PENN PLAZA NEW YORK, NY 10121-0091 | X | | Executive Chairman | Member of 13(d) Group |
| Dolan Kristin A TWO PENN PLAZA NEW YORK, NY 10121-0091 | X | | | |

Signatures

/s/ James L. Dolan 8/30/2017
 **Signature of Reporting Person Date

/s/ Mark C. Cresitello, Attorney-in-Fact for Kristin A. Dolan 8/30/2017
 **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 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).

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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