

Madison Square Garden Co
Form 4
October 09, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RYAN DOLAN 1989 TRUST

(Last) (First) (Middle)

KNICKERBOCKER GROUP
LLC, PO BOX 420

(Street)

OYSTER BAY, NY 11771

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Madison Square Garden Co [MSG]

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

09/30/2015

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 ____X____ Other (specify
below) below)

Member of 13D Group

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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 |

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

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information contained in this form are not
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SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|---------------------------------------|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|---------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | | (Instr. 8) |
|----------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|----------------------------|--|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (1) | 09/30/2015 | J(2) | 5,052 (2) | | | (1) | (1) | | | Class A Common Stock | 5,052 (2) |
| Class B Common Stock | (1) | 09/30/2015 | J(2) | 5,052 (2) | | | (1) | (1) | | | Class A Common Stock | 5,052 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------|
| | Director | 10% Owner | Officer | Other |
| RYAN DOLAN 1989 TRUST KNICKERBOCKER GROUP LLC PO BOX 420 OYSTER BAY, NY 11771 | | | | Member of 13D Group |
| TARA DOLAN 1989 TRUST C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797 | | | | Member of 13D Group |

Signatures

| | |
|--|------------|
| Ryan Dolan 1989 Trust, By: /s/ Brian G. Sweeney, Attorney-in-Fact | 10/09/2015 |
| __Signature of Reporting Person | Date |
| Tara Dolan 1989 Trust, By: /s/ Brian G. Sweeney, Attorney-in-Fact | 10/09/2015 |
| __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) The Madison Square Garden Company Class B Common Stock (the "Class B Common Stock") is convertible at the option of the holder on a share for share basis into The Madison Square Garden Company Class A Common Stock (the "Class A Common Stock").
Represents Class B 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)

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- (3) Reflects transfer of shares of Class B Common Stock previously owned directly by MSG Networks and its subsidiaries exempt under Rule 16a-13.

- (4) These securities are owned solely by the Ryan Dolan 1989 Trust, which is a member of a "group" with the other reporting person for purposes of Section 13(d) of the Exchange Act. The other reporting person disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (5) These securities are owned solely by the Tara Dolan 1989 Trust, which is a member of a "group" with the other reporting person for purposes of Section 13(d) of the Exchange Act. The other reporting person disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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