

Madison Square Garden Co  
Form 4  
October 16, 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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O'CONNOR DAVID JUSTIN

(Last) (First) (Middle)

2 PENN PLAZA

(Street)

NEW YORK, NY 10121

(City) (State) (Zip)

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

Madison Square Garden Co [MSG]

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

10/14/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

President & CEO

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

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

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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 Underlying Security (Instr. 3 and 4)
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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)		Date Exercisable	Expiration Date	Title	Am Nu Sh
			Code	V	(A)	(D)			
Restricted Stock Units	<u>(1)</u>	10/14/2015	<u>J(2)(3)</u>		207,285	07/15/2018 <u>(4)</u>	07/15/2018	Class A Common Stock	20
Restricted Stock Units	<u>(1)</u>	10/14/2015	<u>J(2)(3)</u>		26,863	<u>(5)</u>	09/11/2018	Class A Common Stock	2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'CONNOR DAVID JUSTIN 2 PENN PLAZA NEW YORK, NY 10121			President & CEO	

## Signatures

/s/ Lawrence J. Burian, Attorney-in-Fact for David O'Connor

10/16/2015

\*\*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) 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.

Reflects acquisition of restricted stock units 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

- (2) Company (formerly, MSG Spingo, Inc., and referred to herein as "MSG") to its stockholders (the "Distribution") in a transaction exempt under Rules 16a-9 or 16b-6 and 16b-3. The number of restricted stock units represents a value equal to the value of the cancelled MSG Networks award at the time of the Distribution. (The remainder of the footnote is continued in footnote (3) below.)

- (3) The value of the MSG restricted stock units and the cancelled MSG Networks restricted stock units was based upon the volume weighted average prices of the MSG Class A Common Stock over the ten trading days immediately following the Distribution, and MSG Networks Class A Common Stock over the ten trading days immediately preceding the Distribution. Each restricted stock unit is granted under the 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof.

- (4) The restricted stock units vest on the third anniversary of the Reporting Person's Pre-Distribution start date with MSG Networks per his employment agreement.

- (5) The restricted stock units are scheduled to vest in three equal installments on September 11, 2016, September 11, 2017 and September 11, 2018, subject to the achievement of certain performance measures.

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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