

DOLAN CHARLES F  
Form 4  
October 03, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DOLAN CHARLES F

(Last) (First) (Middle)  
TWO 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)  
10/01/2012

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 below)  Other (specify below)

Member of 13D Group

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	(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)

**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 Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Class B Common Stock	\$ 0	10/01/2012	G	V		319,586	(2)	(2)	Class A Common Stock	3
Class B Common Stock	\$ 0	10/01/2012	J <sup>(1)</sup>			873,975	(2)	(2)	Class A Common Stock	8
Class B Common Stock	\$ 0	10/01/2012	G	V		94,882	(2)	(2)	Class A Common Stock	9
Class B Common Stock	\$ 0	10/01/2012	J <sup>(1)</sup>			856,760	(2)	(2)	Class A Common Stock	8
Class B Common Stock	\$ 0	10/01/2012	G	V	414,468		(2)	(2)	Class A Common Stock	4
Class B Common Stock	\$ 0	10/01/2012	J <sup>(1)</sup>		1,730,735		(2)	(2)	Class A Common Stock	1,7
Class B Common Stock	\$ 0	10/01/2012	G	V		177,959	(2)	(2)	Class A Common Stock	1
Class B Common Stock	\$ 0	10/01/2012	J <sup>(1)</sup>			486,664	(2)	(2)	Class A Common Stock	4
	\$ 0	10/01/2012	G	V		23,260	(2)	(2)		2

Class B  
Common  
Stock

Class A  
Common  
Stock

Class B  
Common  
Stock

\$ 0

10/01/2012

J<sup>(1)</sup>

210,030

(2)

(2)

Class A  
Common  
Stock

2

Class B  
Common  
Stock

\$ 0

10/01/2012

G

V

201,219

(2)

(2)

Class A  
Common  
Stock

20

Class B  
Common  
Stock

\$ 0

10/01/2012

J<sup>(1)</sup>

696,694

(2)

(2)

Class A  
Common  
Stock

69

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN CHARLES F TWO PENN PLAZA NEW YORK, NY 10121	X	X		Member of 13D Group
DOLAN HELEN A 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797		X		Member of 13D Group
CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797				Member of 13D Group
HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M DOLAN FAMILY OFFICE 340 CROSSWAYS PAR DRIVE WOODBURY, NY 11797				Member of 13D Group
CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M C/O DOLAN FAMILY OFFICE				Member of 13D Group

340 CROSSWAYS PARK DRIVE  
 WOODBURY, NY 11797

HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY  
 TRUST #2M  
 C/O DOLAN FAMILY OFFICE  
 340 CROSSWAYS PARK DRIVE  
 WOODBURY, NY 11797

Member of 13D  
 Group

## Signatures

By: /s/ William A. Frewin, as Attorney-in-Fact for Charles F. Dolan	10/03/2012
__Signature of Reporting Person	Date
By: /s/ William A. Frewin, as Attorney-in-Fact for Helen A. Dolan	10/03/2012
__Signature of Reporting Person	Date
Charles F. Dolan, as Trustee of the CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M By: /s/ William A. Frewin, Attorney-in- Fact	10/03/2012
__Signature of Reporting Person	Date
Helen A. Dolan, as Trustee of the HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M By: /s/ William A. Frewin, Attorney-in- Fact	10/03/2012
__Signature of Reporting Person	Date
Charles F. Dolan, as Trustee of the CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M By: /s/ William A. Frewin, Attorney-in- Fact	10/03/2012
__Signature of Reporting Person	Date
Helen A. Dolan, as Trustee of the HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M By: /s/ William A. Frewin, Attorney-in- Fact	10/03/2012
__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) Withdrawal of shares pursuant to substitution of assets provision of trust.  
 The Madison Square Garden Company Group Class B Common Stock (the "Class B Common Stock") of the Issuer 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") of the Issuer.
- (3) These securities were owned solely by the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1M. Charles F. Dolan is the sole trustee and beneficiary of the trust.
- (4) These securities were owned solely by the Charles F. Dolan 2011 Grantor Retained Annuity Trust #2M. Charles F. Dolan is the sole trustee and beneficiary of the trust.
- (5) Charles F. Dolan is the sole trustee and beneficiary of the Charles F. Dolan 2009 Revocable Trust.
- (6) These securities were owned solely by the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1M. Helen A. Dolan is the sole trustee and beneficiary of the trust.
- (7) These securities were owned solely by the Helen A. Dolan 2011 Grantor Retained Annuity Trust #2M. Helen A. Dolan is the sole trustee and beneficiary of the trust.
- (8) Helen A. Dolan is the sole trustee and beneficiary of the Helen A. Dolan 2009 Revocable Trust.
- (9) Helen A. Dolan disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that she is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

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- (10) Charles F. Dolan disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that he is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (11) Each of the other reporting trusts disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that it is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (12) Each of the reporting trusts disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that it is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

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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