

DOLAN JAMES LAWRENCE

Form 4

October 04, 2018

**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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2005  
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response... 0.5

(Print or Type Responses)

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]

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

10/03/2018

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 ☒ Other (specify  
below) below)  
Executive Chairman / Member of 13(d)  
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 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.

**Persons who respond to the collection of  
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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options (Right to Buy)	\$ 308.75 <u>(1)</u>	10/03/2018	A		125,015		<u>(2)</u>	04/03/2026	Class A Common Stock	125,015
Options (Right to Buy)	\$ 339.63 <u>(1)</u>	10/03/2018	A		144,245		<u>(2)</u>	04/03/2026	Class A Common Stock	144,245
Options (Right to Buy)	\$ 385.94 <u>(1)</u>	10/03/2018	A		179,732		<u>(2)</u>	04/03/2026	Class A Common Stock	179,732
Restricted Stock Units	<u>(4)</u>	10/03/2018	A		2,436		<u>(5)</u>	09/15/2021 <u>(5)</u>	Class A Common Stock	2,436
Restricted Stock Units	<u>(4)</u>	10/03/2018	A		1,421		<u>(6)</u>	08/30/2020 <u>(6)</u>	Class A Common Stock	1,421

## 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	10/04/2018
**Signature of Reporting Person	Date
/s/ Mark C. Cresitello as Attorney-in-Fact for Kristin A. Dolan	10/04/2018
**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).

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- (1) Grant of options under The Madison Square Garden Company ("MSG") 2015 Employee Stock Plan exempt under Rule 16b-3.
- (2) The options are scheduled to vest in four equal installments on September 15, 2019, September 15, 2020, September 15, 2021 and September 15, 2022.  
  
Securities held directly by James L. Dolan, Kristin A. Dolan's spouse. Ms. Dolan disclaims beneficial ownership of these securities
- (3) 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.
- (4) Each restricted stock unit ("RSU") granted under the MSG 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or cash equivalent thereof.
- (5) The RSUs vest and are settled in three equal installments on September 15, 2019, September 15, 2020 and September 15, 2021.
- (6) The RSUs vest and are settled two-thirds on August 30, 2019 and one-third on August 30, 2020.

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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