

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**  
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### REPORTING OWNER

#### **DOLAN CHARLES F**

CIK: **935761**

Type: **4** | Act: **34** | File No.: **001-34434** | Film No.: **13851542**

Mailing Address  
*ONE MEDIA CROSSWAYS  
WOODBURY NY 11797*

### ISSUER

#### **Madison Square Garden Co**

CIK: **1469372** | IRS No.: **270624498** | State of Incorp.: **DE** | Fiscal Year End: **0630**  
SIC: **4841** Cable & other pay television services

Mailing Address  
*TWO PENN PLAZA  
NEW YORK NY 10121*

Business Address  
*TWO PENN PLAZA  
NEW YORK NY 10121  
(212)465-6000*

#### **DOLAN HELEN A**

CIK: **902298**

Type: **4** | Act: **34** | File No.: **001-34434** | Film No.: **13851540**

Mailing Address  
*C/O WILLIAM A FREWIN JR  
ONE MEDIA CROSSWAYS  
WOODBURY NY 11797*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>DOLAN CHARLES F</b>			2. Issuer Name and Ticker or Trading Symbol <b>Madison Square Garden Co [MSG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Member of 13D Group</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/14/2013</b>					
<b>TWO PENN PLAZA</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) <b>NEW YORK, NY 10121</b>								
(City)	(State)	(Zip)						

**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	(A) or (D)	Price			
Class A Common Stock	12/18/2012		G	V	153,200 <sup>(1)</sup>	D	\$ 0 <sup>(2)</sup>	63,399	D <sup>(3)</sup> (4)	
Class A Common Stock	03/18/2013		G	V	7,400 <sup>(1)</sup>	D	\$ 0 <sup>(2)</sup>	55,999	D <sup>(3)</sup> (4)	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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				
Class B Common Stock	<sup>(9)</sup>	12/18/2012		G	V		1,800 <sup>(1)</sup>	<sup>(9)</sup>	<sup>(9)</sup>	Class A Common Stock	1,800	\$ 0 <sup>(2)</sup>	4,250,088	I <sup>(4)</sup> (5)	By CFD 2009 Revocable Trust
Class B Common Stock	<sup>(9)</sup>	05/14/2013		J <sup>(8)</sup>			883,584	<sup>(9)</sup>	<sup>(9)</sup>	Class A Common Stock	883,584	\$61.51	3,366,504	I <sup>(4)</sup> (5)	By CFD 2009 Revocable Trust
Class B Common Stock	<sup>(9)</sup>							<sup>(9)</sup>	<sup>(9)</sup>	Class A Common Stock	1,949,998		1,949,998	I <sup>(6)</sup> (7)	By HAD 2009 Revocable Trust

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">DOLAN CHARLES F</a> TWO PENN PLAZA NEW YORK, NY 10121	X	X		Member of 13D Group
<a href="#">DOLAN HELEN A</a> 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797		X		Member of 13D Group

**Explanation of Responses:**

- Aggregate of multiple gifts made on the same day.
- Gift.
- Securities held directly by Mr. Charles F. Dolan and indirectly by his spouse, Ms. Helen A. Dolan.
- Helen A. Dolan disclaims beneficial ownership of these securities 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.
- Charles F. Dolan is the sole trustee and beneficiary of the Charles F. Dolan 2009 Revocable Trust.
- Helen A. Dolan is the sole trustee and beneficiary of the Helen A. Dolan 2009 Revocable Trust.
- Charles F. Dolan disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that he is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- Payment of an aggregate of \$54,349,251.84 of interest and principal on promissory notes held by family trusts with shares of Class B Common Stock.
- The Madison Square Garden Company 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.

**Signatures**

[/s/ Renzo Mori, as Attorney-in-Fact for Charles F. Dolan](#)

[05/16/2013](#)

[/s/ Renzo Mori, as Attorney-in-Fact for Helen A. Dolan](#)

[05/16/2013](#)

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## **POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brian G. Sweeney and Renzo Mori, and each of them individually, the undersigned' s true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned' s capacity as an Officer and/or Director, beneficial owner and/or trustee of stock of Cablevision Systems Corporation, AMC Networks Inc. and The Madison Square Garden Company (the "Companies"), (i) all forms and schedules in accordance with Section 13(d) of the Exchange Act and the rules thereunder, including all amendments thereto (a "Section 13 Schedule"), and (ii) a Form ID and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 13 Schedule or Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form") electronically (a "Form ID", and, together with a Section 13 Schedule, the "Forms and Schedules");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendment or amendments thereto, and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in- fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned' s responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with respect to the undersigned' s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of December, 2012.

By: /s/ CHARLES F. DOLAN

Charles F. Dolan

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brian G. Sweeney and Renzo Mori, and each of them individually, the undersigned' s true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned' s capacity as an Officer and/or Director, beneficial owner and/or trustee of stock of Cablevision Systems Corporation, AMC Networks Inc. and The Madison Square Garden Company (the "Companies"), (i) all forms and schedules in accordance with Section 13(d) of the Exchange Act and the rules thereunder, including all amendments thereto (a "Section 13 Schedule"), and (ii) a Form ID and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 13 Schedule or Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form") electronically (a "Form ID", and, together with a Section 13 Schedule, the "Forms and Schedules");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendment or amendments thereto, and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in- fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned' s responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules with respect to the undersigned' s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of December, 2012.

By: /s/ HELEN A. DOLAN

Helen A. Dolan