

Madison Square Garden Co  
 Form 5  
 August 09, 2012

**FORM 5**

OMB APPROVAL

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

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \* CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M  
 2. Issuer Name and Ticker or Trading Symbol Madison Square Garden Co [MSG]  
 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 06/30/2012  
 \_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
 Member of 13D Group

DOLAN FAMILY OFFICE, 340 CROSSWAYS PARK DRIVE  
 (Street)

WOODBURY, NY 11797  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
 6. Individual or Joint/Group Reporting (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)<br>(A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 2270 (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 any | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-----------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-----------------------------------|----------------|-------------------------|---|--|

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| Security<br>(Instr. 3)  | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities  |           | (Month/Day/Year)    |                    | Title   | Amount<br>Number<br>Shares |
|---|---|-------------------------|--------------------|---|-----------|---------------------|--------------------|---|----------------------------|
|   |   |                         |                    | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (A) (D)   | Date<br>Exercisable | Expiration<br>Date |   |                            |
| The<br>Madison<br>Square<br>Garden<br>Company<br>Class B<br>Common<br>Stock | Â   | 09/30/2011              | Â                  | G <sup>(2)</sup>  | Â 553,705 | Â (1)               | Â (1)              | The<br>Madison<br>Square<br>Garden<br>Company<br>Class A<br>Common<br>Stock | 553,70                     |
| The<br>Madison<br>Square<br>Garden<br>Company<br>Class B<br>Common<br>Stock | Â   | 09/30/2011              | Â                  | G <sup>(2)</sup>  | Â 42,423  | Â (1)               | Â (1)              | The<br>Madison<br>Square<br>Garden<br>Company<br>Class A<br>Common<br>Stock | 42,423                     |
| The<br>Madison<br>Square<br>Garden<br>Company<br>Class B<br>Common<br>Stock | Â   | 09/30/2011              | Â                  | G <sup>(2)</sup>  | Â 308,327 | Â (1)               | Â (1)              | The<br>Madison<br>Square<br>Garden<br>Company<br>Class A<br>Common<br>Stock | 308,32                     |
| The<br>Madison<br>Square<br>Garden<br>Company<br>Class B<br>Common<br>Stock | Â   | 09/30/2011              | Â                  | G <sup>(2)</sup>  | Â 10,400  | Â (1)               | Â (1)              | The<br>Madison<br>Square<br>Garden<br>Company<br>Class A<br>Common<br>Stock | 10,400                     |
| The<br>Madison<br>Square<br>Garden<br>Company<br>Class B<br>Common<br>Stock | Â   | 01/03/2012              | Â                  | G <sup>(2)</sup>  | Â 451,909 | Â (1)               | Â (1)              | The<br>Madison<br>Square<br>Garden<br>Company<br>Class A<br>Common<br>Stock | 451,90                     |

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|  |   |            |   |             |   |         |              |              |  |        |
|--|---|------------|---|-------------|---|---------|--------------|--------------|--|--------|
| The Madison Square Garden Company Class B Common Stock | Â | 01/03/2012 | Â | <u>G(2)</u> | Â | 134,167 | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 134,16 |
| The Madison Square Garden Company Class B Common Stock | Â | 01/03/2012 | Â | <u>G(2)</u> | Â | 251,642 | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 251,64 |
| The Madison Square Garden Company Class B Common Stock | Â | 01/03/2012 | Â | <u>G(2)</u> | Â | 32,891  | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 32,891 |
| The Madison Square Garden Company Class B Common Stock | Â | 04/02/2012 | Â | <u>G(2)</u> | Â | 375,054 | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 375,05 |
| The Madison Square Garden Company Class B Common Stock | Â | 04/02/2012 | Â | <u>G(2)</u> | Â | 111,350 | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 111,35 |
| The Madison Square Garden Company Class B Common Stock | Â | 04/02/2012 | Â | <u>G(2)</u> | Â | 208,846 | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 208,84 |

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|  |   |            |   |             |   |         |              |              |  |         |
|--|---|------------|---|-------------|---|---------|--------------|--------------|--|---------|
| The Madison Square Garden Company Class B Common Stock | Â | 04/02/2012 | Â | <u>G(2)</u> | Â | 27,298  | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 27,298  |
| The Madison Square Garden Company Class B Common Stock | Â | 07/02/2012 | Â | <u>G(2)</u> | Â | 337,790 | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 337,790 |
| The Madison Square Garden Company Class B Common Stock | Â | 07/02/2012 | Â | <u>G(2)</u> | Â | 100,287 | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 100,287 |
| The Madison Square Garden Company Class B Common Stock | Â | 07/02/2012 | Â | <u>G(2)</u> | Â | 188,096 | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 188,096 |
| The Madison Square Garden Company Class B Common Stock | Â | 07/02/2012 | Â | <u>G(2)</u> | Â | 24,585  | Â <u>(1)</u> | Â <u>(1)</u> | The Madison Square Garden Company Class A Common Stock | 24,585  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | Â             | Â         | Â       |       |

|   |   |   |   |                     |
|---|---|---|---|---------------------|
| CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M<br>DOLAN FAMILY OFFICE<br>340 CROSSWAYS PARK DRIVE<br>WOODBURY, NY 11797     |   |   |   | Member of 13D Group |
| HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M<br>DOLAN FAMILY OFFICE<br>340 CROSSWAYS PAR DRIVE<br>WOODBURY, NY 11797        | Â | Â | Â | Member of 13D Group |
| CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M<br>C/O DOLAN FAMILY OFFICE<br>340 CROSSWAYS PARK DRIVE<br>WOODBURY, NY 11797 | Â | Â | Â | Member of 13D Group |
| HELEN A. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #2M<br>C/O DOLAN FAMILY OFFICE<br>340 CROSSWAYS PARK DRIVE<br>WOODBURY, NY 11797   | Â | Â | Â | Member of 13D Group |

## Signatures

|  |  |            |
|--|--|------------|
| Charles F. Dolan, as Trustee of the CHARLES F. DOLAN 2011 GRANTOR RETAINED ANNUITY TRUST #1M By: /s/ William A. Frewin, Attorney-in-Fact |  | 08/08/2012 |
| __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     |  | 08/08/2012 |
| __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 |  | 08/08/2012 |
| __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     |  | 08/08/2012 |
| __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) The Madison Square Garden Company Class B common stock of Issuer is convertible at the option of the holder share for share into The Madison Square Garden Company Class A common stock of the Issuer.
  - (2) Gift.  
These securities are owned directly by the Charles F. Dolan 2011 Grantor Retained Annuity Trust #1M 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 persons disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
  - (3)
  - (4)

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These securities are owned directly by the Charles F. Dolan 2011 Grantor Retained Annuity Trust #2M 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 persons disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (5) These securities are owned directly by the Helen A. Dolan 2011 Grantor Retained Annuity Trust #1M 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 persons disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (6) These securities are owned directly by the Helen A. Dolan 2011 Grantor Retained Annuity Trust #2M 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 persons disclaim beneficial ownership of these securities and this report shall not be deemed to be an admission that such 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 provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.