

RATNER HANK  
Form 4  
April 02, 2013

**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 \*  
**RATNER HANK**

(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)  
**03/29/2013**

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)  
**President & CEO**

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	(A) or (D)	Price
Class A Common Stock	03/29/2013		M		226,300	A	\$ 0 (1)
Class A Common Stock	03/29/2013		F(2)		116,702	D	\$ 57.6
Class A Common Stock							1,357.88
Class A Common Stock							375
						I (3)	By Son

Stock				
Class A Common Stock		375	I <sup>(3)</sup>	By Son
Class A Common Stock		415	I <sup>(4)</sup>	By Daughter

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

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(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 (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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	03/29/2013		M	226,300	03/29/2013	03/29/2013	Class A Common Stock	226,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATNER HANK 2 PENN PLAZA NEW YORK, NY 10121			President & CEO	

## Signatures

/s/ Hank J.  
Ratner

04/02/2013

\*\*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 ("RSU") was granted on March 29, 2010 under The Madison Square Garden Company ("MSG") 2010 Employee Stock Plan. The RSUs vested on March 29, 2013
- (2) Represents RSUs of MSG withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above.  

Reporting Person disclaims beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by his son and this filing shall not be deemed an admission that Reporting Person is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (3) Reporting Person disclaims beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by his daughter and this filing shall not be deemed an admission that Reporting Person is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (4)

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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