

RATNER HANK  
Form 4  
December 31, 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 \*  
**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)  
**12/28/2012**

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)  
**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	12/28/2012		M		8,333	A	\$ 7.27
					363,292	(2)	D
Class A Common Stock	12/28/2012		M		16,666	A	\$ 10.78
					379,958	(2)	D
Class A Common Stock	12/28/2012		M		12,500	A	\$ 10.78
					392,458	(2)	D
Class A Common	12/28/2012		M		15,500	A	\$ 10.78
					407,958	(2)	D

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Stock									
Class A Common Stock	12/28/2012		M	55,000	A	\$ 14.25	462,958 <sup>(2)</sup>	D	
Class A Common Stock	12/28/2012		M	201,525	A	\$ 7.12	664,483 <sup>(2)</sup>	D	
Class A Common Stock							1,366,437	I	401(k)
Class A Common Stock							375	I	By Son <sup>(3)</sup>
Class A Common Stock							375	I	By Daughter <sup>(4)</sup>
Class A Common Stock							414	I	By Son <sup>(3)</sup>

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 of Number of Shares
Options (Right to Buy)	\$ 7.27	12/28/2012		M	8,333 <sup>(1)</sup>	02/24/2010 10/01/2014	Class A Common Stock 8,333
Options (Right to Buy)	\$ 10.78	12/28/2012		M	16,666 <sup>(1)</sup>	02/24/2010 11/08/2015	Class A Common Stock 16,666
Options (Right to Buy)	\$ 10.78	12/28/2012		M	12,500 <sup>(1)</sup>	02/24/2010 11/08/2015	Class A Common Stock 12,500

Buy)

Options (Right to Buy)	Price	Expiry	Relationship	Quantity	Exercise	Expiration	Class	Quantity
Options (Right to Buy)	\$ 10.78	12/28/2012	M	15,500 <u>(1)</u>	02/24/2010	10/01/2014	Class A Common Stock	15,500
Options (Right to Buy)	\$ 14.25	12/28/2012	M	55,000 <u>(1)</u>	02/24/2010	06/05/2016	Class A Common Stock	55,000
Options (Right to Buy)	\$ 7.12	12/28/2012	M	201,525 <u>(1)</u>	<u>(5)</u>	09/05/2014	Class A Common Stock	201,525

## 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

12/31/2012

\*\*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) Reporting Person exercised options and retained shares upon exercise.
- (2) Includes shares of restricted stock held by the Reporting Person.
- (3) Reporting Person disclaims beneficial ownership of all securities of The Madison Square Garden Company ("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.
- (4) 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.
- (5) The options vested in three equal installments on each of March 5, 2010, March 5, 2011 and March 5, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space 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.