

DOLAN CHARLES F
Form 5
February 14, 2019

FORM 5

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).
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 *
DOLAN CHARLES F

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Madison Square Garden Co [MSG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Member of 13D Group

C/O DOLAN FAMILY OFFICE, 340 CROSSWAYS PARK DRIVE

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WOODBURY, NY 11797

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock	04/20/2018		G	6,163 D	\$ 0 (1) 0	D (2) (3)	
Class A Common Stock	04/20/2018		G	6,163 A	\$ 0 (1) 33,572	I (3) (4)	By CFD 2009 Revocable Trust

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

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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 Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock	Â	12/07/2018	Â	G	Â	225,385	Â (5)	Â (5)	Class A Common Stock
Class B Common Stock	Â	12/07/2018	Â	G	Â	112,693	Â (5)	Â (5)	Class A Common Stock
Class B Common Stock	Â	12/07/2018	Â	G	Â	112,692	Â (5)	Â (5)	Class A Common Stock
Class B Common Stock	Â	12/07/2018	Â	G	Â	112,692	Â (5)	Â (5)	Class A Common Stock
Class B Common Stock	Â	12/07/2018	Â	G	Â	112,692	Â (5)	Â (5)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN CHARLES F C/O DOLAN FAMILY OFFICE 340 CROSSWAYS PARK DRIVE WOODBURY, NY 11797	Â X	Â X	Â	Member of 13D Group
DOLAN HELEN A C/O DOLAN FAMILY OFFICE	Â	Â X	Â	Member of 13D Group

340 CROSSWAYS PARK DRIVE
 WOODBURY, NY 11797

Charles F. Dolan 2009 Revocable Trust
 C/O DOLAN FAMILY OFFICE ^ ^ ^ Member of 13D Group
 340 CROSSWAYS PARK DRIVE
 WOODBURY, NY 11797

Signatures

/s/ Dennis H. Javer, as Attorney-in-Fact for Charles F. Dolan	02/14/2019
_Signature of Reporting Person	Date
/s/ Dennis H. Javer, as Attorney-in-Fact for Helen A. Dolan	02/14/2019
_Signature of Reporting Person	Date
CHARLES F. DOLAN 2009 REVOCABLE TRUST By: /s/ Dennis H. Javer, as Attorney-in-Fact	02/14/2019
_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) Gift.
- (2) Securities held directly by Mr. Dolan and indirectly by his spouse, Mrs. Helen A. Dolan.
- (3) Helen A. Dolan disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that she is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (4) Charles F. Dolan is a co-trustee and beneficiary of the Charles F. Dolan 2009 Revocable Trust.
 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.
- (5) These securities are owned solely by the Charles F. Dolan 2018 Grantor Retained Annuity Trust #1M. Charles F. Dolan is the sole trustee and beneficiary of the trust.
- (6) Helen A. Dolan is a co-trustee and beneficiary of the Helen A. Dolan 2009 Revocable Trust.
- (7) Charles F. Dolan disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that he is, for purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (8) These securities are owned solely by the Helen A. Dolan 2018 Grantor Retained Annuity Trust #1M. Helen A. Dolan is the sole trustee and beneficiary of the trust.
- (9)

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.