

STEVEN MADDEN, LTD.

Form 4

March 18, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MADDEN STEVEN

(Last) (First) (Middle)

C/O STEVEN MADDEN,
LTD., 52-16 BARNETT AVENUE

(Street)

LONG ISLAND CITY,, NY 11104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STEVEN MADDEN, LTD. [SHOO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, par value \$0.0001 per share	03/17/2015		M	337,503	A \$ 5.72	4,640,478	D
Common Stock, par value \$0.0001 per share	03/17/2015		M	168,750	A \$ 15.33	4,809,228	D
Common Stock, par	03/17/2015		M	225,000	A \$ 23.75	5,034,228	D

value
\$0.0001
per share

Common
Stock, par

value 03/17/2015

M

150,000 A

\$
25.99

5,184,228

D

\$0.0001
per share

Common
Stock, par

value 03/17/2015

F

654,152
(1)

D

\$
37.47

4,530,076

D

\$0.0001
per share

Common
Stock, par

value

1,658,062

I

By
BOCAP
Corp. (2)

\$0.0001
per share

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
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SEC 1474
(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
Stock Option (Right to Buy)	\$ 5.72	03/17/2015		M		337,503		04/29/2013	04/29/2015	Common Stock	337,503
Stock Option (Right to Buy)	\$ 15.33	03/17/2015		M		168,750		05/28/2011	05/28/2017	Common Stock	168,750
Stock Option	\$ 23.75	03/17/2015		M		225,000		05/27/2012	06/02/2018	Common Stock	225,000

(Right to
Buy)

Stock

Option
(Right to
Buy)

\$ 25.99

03/17/2015

M

150,000

05/25/2013

06/04/2019

Common
Stock

150,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

MADDEN STEVEN
C/O STEVEN MADDEN, LTD.
52-16 BARNETT AVENUE
LONG ISLAND CITY,, NY 11104

X

Signatures

/s/ Arvind Dharia, Attorney-in-Fact for Steven
Madden

03/18/2015

**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) Represents shares withheld to satisfy the reporting person's obligations to pay both the exercise price and withholding taxes incurred in connection with the exercise of stock options.
- (2) BOCAP Corp. is a corporation wholly owned by the reporting person.

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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