MASELLA JOSEPH Form 4 June 10, 2002

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a Holding Company Act of 1935 or Section 30(f) of the Investment Company A

1. Name and Address of R	eporting Per	rson* 2.	Issuer	Name and T	Cicker o	r Tradin	g Symbol	6. F
Masella Joseph			Steven	Madden, Lt	d.; SHOO)		
(Last) (First) (M	iddle)	3.		Social 4 y Number	l. Stater	ment for	Month/Y	/ear []
c/o Steven Madden, Lt 52-16 Barnett Avenue	d.		(Volunt	ary)	05/200)2		
(Street)				- 5	5. If Ame Origin		Date of th/Year)	
Long Island City, NY	11104							[X]
(City) (State)		Tab	 le I - N	on-Derivat	ive Secu	urities	Acquired	d, Disposed of
1. Title of Security 2. (Instr.3)	action	action	Code		ed of (D))	5.	Amount of Securities Beneficially
	(Month/ Day/Year)							Owned at End Month (Instr. 3 and
		Code	V	Amount	(A)	or (D)	Price	
Common Stock, par value \$0.0001 per share ("Common Stock")	05/10/02	Р		575 ((1)	(A)	\$11.81	10,425(8)
Common Stock	05/13/02	Р		1,100((2)	(A)	\$11.81	10,425(8)
Common Stock	05/13/02	Р		400 ((3)	(A)	\$11.81	10,425(8)
Common Stock	05/13/02	Р		185((4)	(A)	\$11.81	10,425(8)

Common	Stock	05/14/02	Р	95 (5)	(A)	\$11.81	10,425(8)
Common	Stock	05/14/02	Р	7,275(6)	(A)	\$11.81	10,425(8)
Common	Stock	05/15/02	Р	7,370(7)	(A)	\$11.81	10,425(8)
Common	Stock	05/10/02	S	575	(D)	\$19.25	10,425(8)
Common	Stock	05/13/02	S	1,100	(D)	\$19.23	10,425(8)
Common	Stock	05/13/02	S	400	(D)	\$19.21	10,425(8)
Common	Stock	05/13/02	S	185	(D)	\$19.20	10,425(8)
Common	Stock	05/14/02	S	95	(D)	\$19.20	10,425(8)
Common	Stock	05/14/02	S	7,275	(D)	\$19.03	10,425(8)
Common	Stock	05/15/02	S	7,370	(D)	\$19.20	10,425(8)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.G., puts, calls, warrants, options, convertible securities)

1. Title of 2. Conversion 3. Transaction 4. Transaction 5. Number of Derivative or Exercise Date Code Derivative Security Price of (Month/Day/ (Instr. 3) Derivative Year) Acquired (A) or Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.G., puts, calls, warrants, options, convertible securities)

Exerc and E Date	isable xpiration h/Day/Year)	of Se	Under curiti	lying es	Derivative Security	Number of 10 Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Form of Derivative Security:	11.	. N I B O (
Date Exer- cisable	-	Tit		Amount or Number of Shares	 	 	 		

Explanation of Responses:

- (1) On May 10, 2002, the Reporting Person exercised options to purchase 575 shares of Common Stock at an exercise price of \$11.81 per share, which options had been previously granted to the Reporting Person.
- (2) On May 13, 2002, the Reporting Person exercised options to purchase 1,100 shares of Common Stock at an exercise price of \$11.81 per share, which options had been previously granted to the Reporting Person.
- (3) On May 13, 2002, the Reporting Person exercised options to purchase 400 shares of Common Stock at an exercise price of \$11.81 per share, which options had been previously granted to the Reporting Person.
- (4) On May 13, 2002, the Reporting Person exercised options to purchase 185 shares of Common Stock at an exercise price of \$11.81 per share, which options had been previously granted to the Reporting Person.
- (5) On May 14, 2002, the Reporting Person exercised options to purchase 95 shares of Common Stock at an exercise price of \$11.81 per share, which options had been previously granted to the Reporting Person.
- (6) On May 14, 2002, the Reporting Person exercised options to purchase 7,275 shares of Common Stock at an exercise price of \$11.81 per share, which options had been previously granted to the Reporting Person.
- (7) On May 15, 2002, the Reporting Person exercised options to purchase 7,370 shares of Common Stock at an exercise price of \$11.81 per share, which options had been previously granted to the Reporting Person.
- (8) As of May 31, 2002, the Reporting Person held options to purchase 10,425

shares of Common Stock.

/s/ JOSEPH MASELLA	June 10, 2002
**Signature of Reporting Person	n Date

Reminder: Report on a separate line for each class of securities

beneficially owned directly or indirectly.

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).

File three copies of this Form, one of which must be manually Note:

signed. If space is insufficient, see Instruction 6 for

procedure.