MADDEN STEVEN LTD 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						
	Reporting Pe	erson* 2.	Issuer Name and	Ticker or T	Trading Symbo	ol 6. H
Dharia Arvind			Steven Madden, 1	Ltd.; SHOO		
(Last) (First) (I	·		IRS or Social Security Number of Reporting Person		nt for Month,	/Year [X]
c/o Steven Madden, L 52-16 Barnett Avenue			(Voluntary)	05/2002		
(Street)					dment, Date of Month/Year	
Long Island City, NY	11104					[X]
LONG ISLAND CLCY, NI	11104					
(City) (State)	-		le I - Non-Deriva	ative Securi	ties Acquire	ed. Disposed of
1. Title of Security 2 (Instr.3)		action		sed of (D)		5. Amount of Securities Beneficially
<u> </u>	action	3. Trans- action	4. Securitie	sed of (D)		5. Amount of Securities
<u> </u>	action Date (Month/	3. Trans- action	4. Securitie Code or Dispos . 8) (Instr. 3	sed of (D) 3,4 and 5)		5. Amount of Securities Beneficially Owned at End Month
<u> </u>	action Date (Month/ Day/Year)	3. Trans- action (Instr	4. Securitie Code or Dispos . 8) (Instr. 3	sed of (D) 3,4 and 5) t (A) c	or (D) Price	5. Amount of Securities Beneficiall Owned at En
(Instr.3) Common Stock, par value \$0.0001 per share	action Date (Month/ Day/Year)	3. Trans-action (Instr	4. Securitie Code or Dispos . 8) (Instr. 3	sed of (D) 3,4 and 5) t (A) c 0 (1) (A	or (D) Price	5. Amount of Securities Beneficiall Owned at End Month (Instr. 3 and
(Instr.3) Common Stock, par value \$0.0001 per share ("Common Stock")	action Date (Month/ Day/Year) 05/06/02	3. Trans-action (Instr	4. Securitie Code or Dispos . 8) (Instr. 3	sed of (D) 3,4 and 5) t (A) c 0 (1) (A) 0 (2) (A)	or (D) Price	5. Amount of Securities Beneficially Owned at End Month (Instr. 3 and

Common	Stock	05/06/02	P	100 (5)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/06/02	P	100 (6)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/06/02	P	200 (7)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/06/02	P	300 (8)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/06/02	P	300 (9)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/06/02	P	1,000(10)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/07/02	P	9,900(11)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/07/02	P	5,000(12)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/07/02	Р	200 (13)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/07/02	P	300 (14)	(A)	\$ 6.00	102,000(24)
Common	Stock	05/07/02	Р	1,800(15)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/07/02	Р	100(16)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/07/02	Р	200 (17)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/08/02	Р	200 (18)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/08/02	P	4,700(19)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/08/02	P	5,000(20)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/08/02	Р	2,000(21)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/08/02	Р	900 (22)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/08/02	Р	100 (23)	(A)	\$ 5.50	102,000(24)
Common	Stock	05/06/02	S 	5,000	(D)	\$19.64	102,000(24)
Common	Stock	05/06/02	S 	1,000	(D)	\$19.55	102,000(24)
Common	Stock	05/06/02	S 	1,500	(D)	\$19.52	102,000(24)
Common	Stock	05/06/02	S	100	(D)	\$19.55	102,000(24)
Common		05/06/02	S	100	(D)	\$19.53	102,000(24)
Common	Stock	05/06/02	S	100	(D)	\$19.51	102,000(24)
Common	Stock	05/06/02	S	200	(D)	\$19.59	102,000(24)
Common	Stock	05/06/02	S	300	(D)	\$19.54	102,000(24)

Common Stock	05/06/02	S	300	(D)	\$19.53	102,000(24)
Common Stock	05/06/02	S	1,000	(D)	\$19.55	102,000(24)
Common Stock	05/07/02	S	9,900	(D)	\$19.05	102,000(24)
Common Stock	05/07/02	S	5,000	(D)	\$19.15	102,000(24)
Common Stock	05/07/02	S	200	(D)	\$19.22	102,000(24)
Common Stock	05/07/02	S	300	(D)	\$19.00	102,000(24)
Common Stock	05/07/02	S	1,800	(D)	\$19.15	102,000(24)
Common Stock	05/07/02	S	100	(D)	\$19.22	102,000(24)
Common Stock	05/07/02	S	200	(D)	\$19.16	102,000(24)
Common Stock	05/08/02	S	200	(D)	\$19.30	102,000(24)
Common Stock	05/08/02	S	4,700	(D)	\$19.15	102,000(24)
Common Stock	05/08/02	S	5,000	(D)	\$19.20	102,000(24)

Common Stock	05/08/02	S	2,000	(D)	\$19.35	102,000(24)
Common Stock	05/08/02	S	900	(D)	\$19.51	102,000(24)
Common Stock	05/08/02	S	100	(D)	\$19.15	102,000(24)

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 Derivative or Exercise Date Security Price of (Month/Day/ (Instr. 3) Derivative Security Security

Security

Output

Derivative Year)

Security

Derivative Year)

Security

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)

Date 7. Title and Amount 8. Price of 9. Number of 10. Ownership 11. National Exercisable of Underlying Derivative Derivative Form of Interpretation Securities Security Securities Derivative Beneficially Security: Owned at Direct (D) or End of Indirect (I) Month (Instr. 4)

Ow

Amount Date Expir- or Number cisable Date Title of Shares

Explanation of Responses:

- (1) On May 6, 2002, the Reporting Person exercised options to purchase 5,000 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (2) On May 6, 2002, the Reporting Person exercised options to purchase 1,000 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (3) On May 6, 2002, the Reporting Person exercised options to purchase 1,500 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (4) On May 6, 2002, the Reporting Person exercised options to purchase 100 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (5) On May 6, 2002, the Reporting Person exercised options to purchase 100 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (6) On May 6, 2002, the Reporting Person exercised options to purchase 100 shares of Common Stock at an exercise price of \$6.00 per share, which options

had been previously granted to the Reporting Person.

- (7) On May 6, 2002, the Reporting Person exercised options to purchase 200 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (8) On May 6, 2002, the Reporting Person exercised options to purchase 300 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (9) On May 6, 2002, the Reporting Person exercised options to purchase 300 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (10) On May 6, 2002, the Reporting Person exercised options to purchase 1,000 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (11) On May 7, 2002, the Reporting Person exercised options to purchase 9,900 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (12) On May 7, 2002, the Reporting Person exercised options to purchase 5,000 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (13) On May 7, 2002, the Reporting Person exercised options to purchase 200 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (14) On May 7, 2002, the Reporting Person exercised options to purchase 300 shares of Common Stock at an exercise price of \$6.00 per share, which options had been previously granted to the Reporting Person.
- (15) On May 7, 2002, the Reporting Person exercised options to purchase 1,800 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.
- (16) On May 7, 2002, the Reporting Person exercised options to purchase 100 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.
- (17) On May 7, 2002, the Reporting Person exercised options to purchase 200 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.
- (18) On May 8, 2002, the Reporting Person exercised options to purchase 200 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.
- (19) On May 8, 2002, the Reporting Person exercised options to purchase 4,700 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.
- (20) On May 8, 2002, the Reporting Person exercised options to purchase 5,000 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.
- (21) On May 8, 2002, the Reporting Person exercised options to purchase 2,000 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.

- (22) On May 8, 2002, the Reporting Person exercised options to purchase 900 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.
- (23) On May 8, 2002, the Reporting Person exercised options to purchase 100 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person.
- (24) As of May 31, 2002, the Reporting Person held options to purchase 102,000 shares of Common Stock.

/s/ ARVIND	DHARIA	June 10, 2002
**Signature	of Reporting Person	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).

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

signed. If space is insufficient, see Instruction 6 for

procedure.