Rosenfeld Edward R. Form 4 March 28, 2012

# FORM 4

#### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Rosenfeld Edward R.

2. Issuer Name and Ticker or Trading Symbol

STEVEN MADDEN, LTD. [SHOO]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

3. Date of Earliest Transaction

(Check all applicable)

C/O STEVEN MADDEN,

(Month/Day/Year) 03/14/2012

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

LTD., 52-16 BARNETT AVENUE

(Street)

below) below) CEO and Chairman of the Board

(Middle)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LONG ISLAND CITY, NY 11104

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

(A)

(D) Price

Transaction(s) (Instr. 3 and 4)

Common

\$0.0001 per share

(Instr. 3)

Stock, par value 03/14/2012 20,000 (1)

167,375 (2)

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: Rosenfeld Edward R. - Form 4

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		;		Securit	ties	(Instr. 5)	Bene
		Derivative			Securities Acquired				(Instr.	3 and 4)		Owne
		Security										Follo
		•				(A) or						Repo
						Disposed						Trans
					of (D)						(Instr	
						(Instr. 3, 4, and 5)						
										A manust		
										Amount		
						Date	Expiration	Or Title No				
							Exercisable	Date		Number		
					C-1- V	(A) (D)				of		
					Coue v	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address				•	
	Director	10% Owner	Officer		Othe

Other Director 10% Owner

X

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

CEO and Chairman of the Board

Relationships

## **Signatures**

/s/ Edward R. 03/27/2012 Rosenfeld

\*\*Signature of Reporting 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).
- Reflects restricted stock grant made to the reporting person on March 14, 2012 under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan"), which stock will vest in five equal annual installments of 4,000 shares commencing on the first anniversary of the grant date, March 14, 2013, and continuing to vest on each anniversary of the grant date thereafter, subject to forfeiture pursuant to the terms of the Plan.
- A Form 4 filed by the reporting person on March 16, 2012 did not take into account the March 14, 2012 restricted stock grant and, as a consequence, Column 5 of Table 1 of such Form 4 understated by 20,000 shares the number of shares beneficially owned.

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.

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