STEVEN MADDEN, LTD.

Form 4

March 16, 2016

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

03/15/2016

03/15/2016

value

\$0.0001 per share Common

Stock, par

1. Name and Address of Reporting Person ** Rosenfeld Edward R.			suer Name and Ticker or Trading ol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (1	Middle) 3. Date	e of Earliest Transaction	(
C/O STEVEN MADDEN, LTD., 52-16 BARNETT AVENUE			h/Day/Year) I/2016	X Director 10% Owner Nother (give title Other (specify below) CEO and Chairman of the Board			
	(Street)	4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check			
LONG ISL	AND CITY, NY		Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T.					
(Chy)	(State)	(2.p) Ta		cquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5)				
Common			Code V Amount (D) Prio	(Instr. 3 and 4)			
Stock, par value \$0.0001 per share	03/14/2016		F $\frac{3,187}{(1)}$ D $\frac{\$}{36.2}$	8 525,173 D			
Common Stock, par			3 349 \$				

3,349

27,563 A

(2)

(3)

D

37.59

\$0

521,824

549,387

D

D

F

A

value \$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 number.

SEC 1474 (9-02)

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

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio		6. Date Exerc Expiration D	ate	7. Titl Amou	unt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A (
									Amount		
						Date	Expiration	m: d	or		
						Exercisable	Date	Title N	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Keitatonsnips			
	Director	10% Owner	Officer	Other
Rosenfeld Edward R. C/O STEVEN MADDEN, LTD. 52-16 BARNETT AVENUE LONG ISLAND CITY, NY 11104	X		CEO and Chairman of the Board	

Signatures

/s/ Arvind Dharia, Attorney-in-Fact for Edward R. 03/16/2016 Rosenfeld

Date

Relationshins

Explanation of Responses:

**Signature of Reporting Person

- 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).
- Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 6,000 shares of restricted **(1)** common stock.

(2)

Reporting Owners 2

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Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 6,000 shares of restricted common stock.

- Reflects restricted stock grant made by Steven Madden, Ltd. to the reporting person on March 15, 2016 under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan"), which stock will vest and cease to be restricted stock in five substantially equal annual
- (3) installments as follows: 5,512 shares on March 5, 2017; 5,512 shares on March 5, 2018; 5,513 shares on March 5, 2020; and 5,513 shares on March 5, 2021. Until fully vested, the stock will be subject to forfeiture pursuant to the terms of the Plan.

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.