

STEVEN MADDEN, LTD.
Form 4
March 18, 2015

FORM 4

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

OMB APPROVAL

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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

(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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

(Street)

LONG ISLAND CITY,, NY 11104

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
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
\$0.0001
per share

03/17/2015

M

150,000 A

\$
25.99

5,184,228

D

Common
Stock, par
value
\$0.0001
per share

03/17/2015

F

654,152
(1)

D

\$
37.47

4,530,076

D

Common
Stock, par
value
\$0.0001
per share

1,658,062

I

By
BOCAP
Corp. (2)

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.

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(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 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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