

STEVEN MADDEN, LTD.
Form 4
August 15, 2016

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 *
Rosenfeld Edward R.

(Last) (First) (Middle)

C/O STEVEN MADDEN,
LTD., 52-16 BARNETT AVENUE

(Street)

LONG ISLAND CITY, NY 11104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

STEVEN MADDEN, LTD. [SHOO]

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

08/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Chairman of the Board

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 | (A) or (D) | Price |
| Common Stock, par value \$0.0001 per share | 08/12/2016 | | J ⁽¹⁾ | | 25,326 | D | 11 498,061 |
| Common Stock, par value \$0.0001 per share | 08/12/2016 | | J ⁽²⁾ | | 27,563 | D | 12 470,498 |
| Common Stock, par | 08/12/2016 | | A | | 25,326 | A | \$ 0 495,824 |
| | | | | | <u>(3)</u> | | |

value
\$0.0001 per
share

Common
Stock, par

| | | | | | | | |
|-----------------------|------------|---|----------------------|---|------|---------|---|
| value | 08/12/2016 | A | <u>27,563</u> (4) | A | \$ 0 | 523,387 | D |
| \$0.0001 per share | | | | | | | |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|--------------------|-------|--|
|---------------------|--------------------|-------|--|

| Code | V | (A) | (D) |
|------|---|-----|-----|
|------|---|-----|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | 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/ Edward R.
Rosenfeld

08/12/2016

__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) As previously reported, on March 11, 2015, the reporting person received from Steven Madden, Ltd. (the "Company") an award of 25,326 shares of restricted stock under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan"). The March 11, 2015 restricted stock award was rescinded on August 12, 2016 pursuant to a Forfeiture and Rescission of Awards Agreement dated August 12, 2016 between the reporting person and the Company (the "Forfeiture and Rescission Agreement").

(2) As previously reported, on March 15, 2016, the reporting person received from the Company an award of 27,563 shares of restricted stock under the Plan. The March 15, 2016 restricted stock award was rescinded on August 12, 2016 pursuant to the Forfeiture and Rescission Agreement.

(3) Reflects a restricted stock grant made by the Company to the reporting person on August 12, 2016 under the Plan, which stock will vest and cease to be restricted stock in five substantially equal installments as follows: 5,065 shares on each of the grant date, August 12, 2016, March 5, 2017, March 5, 2018 and March 5, 2019 and 5,066 shares on March 5, 2020. Until fully vested, the stock will be subject to forfeiture pursuant to the terms of the Plan.

(4) Reflects a restricted stock grant made by the Company to the reporting person on August 12, 2016 under the Plan, which stock will vest and cease to be restricted stock in five substantially equal annual installments as follows: 5,512 shares on each of March 5, 2017 and March 5, 2018, and 5,513 shares on each of March 5, 2019, March 5, 2020 and 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.

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