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

SCHEDULE 13D (Rule 13d-101)

(Amendment No. 5)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Steven Madden, LTD.
(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

556269108 ------(CUSIP Number)

Mr. James A. Mitarotonda c/o Barington Companies Equity Partners, L.P. 888 Seventh Avenue, 17th Floor New York, NY 10019 (212) 974-5700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: $| _ |$.

SCHEDULE 13D

CLISTP	NO	556269108
COSIL	NO.	330203100

BENEFICIALLY

1)	S.S. OR I.R	_	ON ICATION NO. (nies Equity F				13-4088890	
2)	CHECK THE A	APPROPRIATE I	BOX IF A MEME	BER OF A GROU	JP	(a)	/X/	
						(b)	/_/	
3)	SEC USE ONL	_Y						
4)	SOURCE OF F			WC				
,		IF DISCLOSUR NS 2(D) OR 2	` '		S REQUIRED		I_I	
6)	CITIZENSHIP Delaw		F ORGANIZATIO	DN				
NUMB SHAR	ER OF	7)	SOLE VOTING 288,937					

8) SHARED VOTING POWER

OWNED) BY		none	
PERSON		,	DISPOSITIVE POWER 288,937	
		10) SHAR	RED DISPOSITIVE POWER none	
11)	AGGREGATE AMOUNT BE		LY OWNED BY EACH REPORTING PERSON	ON
12)	CHECK BOX IF THE AG	GGREGATE	AMOUNT IN ROW (11) EXCLUDES CER	TAIN SHARES _
,		EPRESENTE		
_	TYPE OF REPORTING I	PERSON	PN	
CUSIF	P NO. 556269108		SCHEDULE 13D	
1)		NTIFICATI	ON NO. OF ABOVE PERSON Investros, LLC	13-4126527
2)			F A MEMBER OF A GROUP	(a) /X/
,				(b) _
3)	SEC USE ONLY			
- ´ · 5)			LEGAL PROCEEDINGS IS REQUIRED	_ _
6)	CITIZENSHIP OR PLAC Delaware	CE OF ORG	SANIZATION	
NUMBE	ER OF	7) SOLE	VOTING POWER 288,937	
SHARE BENEF OWNER	ICIALLY	8) SHAR	RED VOTING POWER	
EACH REPOR PERSO	RTING DN	,	DISPOSITIVE POWER 288,937	
WITH		10) SHAR	RED DISPOSITIVE POWER	
11)	AGGREGATE AMOUNT BE	ENEFICIAL	LLY OWNED BY EACH REPORTING PERSO 288,937	 ON
			AMOUNT IN ROW (11) EXCLUDES CER	
13)	PERCENT OF CLASS RE	EPRESENTE	ED BY AMOUNT IN ROW (11) 2.21%	
	TYPE OF REPORTING F			
			00	
CUSIF	P NO. 556269108		SCHEDULE 13D	
1)	James Mitaro	NTIFICATI otonda	ON NO. OF ABOVE PERSON	
2)			F A MEMBER OF A GROUP	(a) /X/
				(b) _

3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	00
		OSURE OF LEGAL PROCEEDINGS IS REQUIRED
6)	CITIZENSHIP OR PLAC United States	
NUMBE SHARE		7) SOLE VOTING POWER 337,472
_	ICIALLY	8) SHARED VOTING POWER none
REPOR PERSO WITH		9) SOLE DISPOSITIVE POWER 337,472
W I I I I		10) SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING PERSON 337,472
12)	CHECK BOX IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _
13)	PERCENT OF CLASS RI	EPRESENTED BY AMOUNT IN ROW (11) 2.58%
14)	TYPE OF REPORTING I	PERSON IN
CUSIF		NTIFICATION NO. OF ABOVE PERSON
		ompanies Offshore Fund, Ltd. (BVI)
2)	CHECK THE APPROPRIA	ATE BOX IF A MEMBER OF A GROUP (a) /X/
		(b) _
3) 	SEC USE ONLY	
4)	SOURCE OF FUNDS	WC
	CHECK BOX IF DISCLO	OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) _
6)	CITIZENSHIP OR PLAC British Virg	
NUMBE SHARE		7) SOLE VOTING POWER 48,535
BENEF OWNED EACH	FICIALLY D BY	8) SHARED VOTING POWER none
REPOR PERSO WITH		9) SOLE DISPOSITIVE POWER 48,535
		10) SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING PERSON 48,535
12)	CHECK BOX IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _
13)	PERCENT OF CLASS RI	EPRESENTED BY AMOUNT IN ROW (11) 0.37%
14)	TYPE OF REPORTING I	PERSON 00

CUSIP NO. 556269108

1)	Barington C	PERSON NTIFICATION NO. OF ABOVE PERSON ompanies Advisors, LLC	20-0327470
2)			(a) /X/
			(b) _
3)	SEC USE ONLY		
,	SOURCE OF FUNDS	00	
5)		OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E)	1.1
6)	CITIZENSHIP OR PLA Delaware	CE OF ORGANIZATION	
	ER OF	7) SOLE VOTING POWER 48,535	
OWNE	FICIALLY	8) SHARED VOTING POWER none	
PERS		9) SOLE DISPOSITIVE POWER 48,535	
WITH		10) SHARED DISPOSITIVE POWER none	
11)	AGGREGATE AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PER 48,535	SON
12)		GGREGATE AMOUNT IN ROW (11) EXCLUDES CE	
13)		EPRESENTED BY AMOUNT IN ROW (11) 0.37%	
14)	TYPE OF REPORTING	00	
		SCHEDULE 13D	
CUSI	P NO. 556269108	SCHEDULE 13D	
1)		PERSON NTIFICATION NO. OF ABOVE PERSON apital Group, L.P.	13-3635132
 2)		ATE BOX IF A MEMBER OF A GROUP	(a) /X/
,			(b) _
3)	SEC USE ONLY		
4)	SOURCE OF FUNDS		
		OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E)	1 1
6)	CITIZENSHIP OR PLA New York	CE OF ORGANIZATION	
		7) SOLE VOTING POWER	
NUMB SHAR	ER OF ES	337,472	
BENE OWNE	FICIALLY D BY	8) SHARED VOTING POWER none	
PERS	RTING ON	9) SOLE DISPOSITIVE POWER 337,472	
WITH			

none

	11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 337,472					
		GGREGATE AMOUNT IN ROW (11)	EXCLUDES CERTAIN SHARES _			
-		EPRESENTED BY AMOUNT IN ROW 2.58%	(11)			
	TYPE OF REPORTING					
CUSI	P NO. 556269108	SCHEDULE 13D				
1)	LNA Capital	NTIFICATION NO. OF ABOVE PER	13-3635168			
2)		ATE BOX IF A MEMBER OF A GRO				
			(b) _			
3)	SEC USE ONLY					
	SOURCE OF FUNDS	00				
5) PURS		OSURE OF LEGAL PROCEEDINGS I				
	CITIZENSHIP OR PLA Delaware	CE OF ORGANIZATION				
	ER OF	7) SOLE VOTING POWER 337,472				
OWNE	FICIALLY D BY	8) SHARED VOTING POWER none				
EACH REPO PERS	RTING	9) SOLE DISPOSITIVE POWER 337,472				
WITH		10) SHARED DISPOSITIVE POWE	ER			
11)	AGGREGATE AMOUNT B	ENEFICIALLY OWNED BY EACH RE 337,472	EPORTING PERSON			
12)			EXCLUDES CERTAIN SHARES _			
13)		EPRESENTED BY AMOUNT IN ROW 2.58%	(11)			
14)	TYPE OF REPORTING					
CHST	P NO. 556269108	SCHEDULE 13D				
1)	NAME OF REPORTING	PERSON				
±)		NTIFICATION NO. OF ABOVE PER	RSON 20-0870632			
2)	CHECK THE APPROPRI	ATE BOX IF A MEMBER OF A GRO				
			(b) _			
4)		WC				
	CHECK BOX IF DISCL UANT TO ITEMS 2(D)		IS REQUIRED _			
6)	CITIZENSHIP OR PLA		-			

Delaware		
NUMBER OF	7) SOLE VOTING POWER 105,496	
SHARES BENEFICIALLY OWNED BY	8) SHARED VOTING POWER none	
EACH REPORTING PERSON	9) SOLE DISPOSITIVE POWER 105,496	
WITH	10) SHARED DISPOSITIVE POWER none	
,	BENEFICIALLY OWNED BY EACH REPORTING 105,496	PERSON
12) CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	CERTAIN SHARES _
	REPRESENTED BY AMOUNT IN ROW (11) 0.81%	
14) TYPE OF REPORTING		
CUSIP NO. 556269108	SCHEDULE 13D	
	ENTIFICATION NO. OF ABOVE PERSON visors, LLC	37-1484525
2) CHECK THE APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) /X/
		(b) _
3) SEC USE ONLY		
4) SOURCE OF FUNDS	00	
5) CHECK BOX IF DISCL PURSUANT TO ITEMS 2(D)		ED _
6) CITIZENSHIP OR PLA Delaware		
NUMBER OF	7) SOLE VOTING POWER 659,348	
SHARES BENEFICIALLY OWNED BY	8) SHARED VOTING POWER none	
EACH REPORTING PERSON	9) SOLE DISPOSITIVE POWER 659,348	
WITH	10) SHARED DISPOSITIVE POWER none	
11) AGGREGATE AMOUNT B	BENEFICIALLY OWNED BY EACH REPORTING 659,348	PERSON
	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	CERTAIN SHARES _
	REPRESENTED BY AMOUNT IN ROW (11) 5.05%	
14) TYPE OF REPORTING	PERSON	
	00	

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Ramius Capital Group, LLC

		(b) _
		. ,
3) SEC USE ONLY		
4) SOURCE OF FUNDS		
5) CHECK BOX IF DISCL PURSUANT TO ITEMS 2(D)	OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E)	1_1
6) CITIZENSHIP OR PLA		
NUMBER OF	7) SOLE VOTING POWER 659,348	
SHARES		
BENEFICIALLY OWNED BY	8) SHARED VOTING POWER none	
EACH REPORTING PERSON	9) SOLE DISPOSITIVE POWER 659,348	
WITH	•	
	10) SHARED DISPOSITIVE POWER none	
11) AGGREGATE AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERS	
II) AGGREGATE ANGUNT E	659,348	ON
12) CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	TAIN SHARES _
13) PERCENT OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11) 5.05%	
14) TYPE OF REPORTING	PERSON	
,	00	
	SCHEDULE 13D	
CUSIP NO. 556269108	53 522 232	
1) NAME OF REPORTING	DEDSON	
	ENTIFICATION NO. OF ABOVE PERSON	
C4S & Co.,		13-3946794
2) CHECK THE APPROPRI		
_,	LATE BUX IF A MEMBER OF A GROUP	
	LATE BOX IF A MEMBER OF A GROUP	(a) /X/
	LATE BUX IF A MEMBER OF A GROUP	(a) /X/ (b) _
3) SEC USE ONLY		(a) /X/ (b) _
3) SEC USE ONLY		(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS		(a) /X/ (b) _
3) SEC USE ONLY 	.00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCL	00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E)	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT DELAWARE	00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E)	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLADEL BOOK PRODUCTION OF PLADEL BOOK PRODUCT	00 OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT DELAWARE	00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY	OOURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348 8) SHARED VOTING POWER none	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT Delaware NUMBER OF SHARES BENEFICIALLY	OOURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348 8) SHARED VOTING POWER none	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	OOURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348 8) SHARED VOTING POWER none 9) SOLE DISPOSITIVE POWER 659,348	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	OO OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348 8) SHARED VOTING POWER none 9) SOLE DISPOSITIVE POWER 659,348 10) SHARED DISPOSITIVE POWER	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	OO OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348 8) SHARED VOTING POWER none 9) SOLE DISPOSITIVE POWER 659,348	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	OO OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348 8) SHARED VOTING POWER none 9) SOLE DISPOSITIVE POWER 659,348 10) SHARED DISPOSITIVE POWER none SENEFICIALLY OWNED BY EACH REPORTING PERS 659,348	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANDEL PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANDEL PURSUANT POR PURSUANT P	OO OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348 8) SHARED VOTING POWER none 9) SOLE DISPOSITIVE POWER 659,348 10) SHARED DISPOSITIVE POWER none	(a) /X/ (b) _
3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISCLED PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLANT DELAWARE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 11) AGGREGATE AMOUNT ENTER	OO OSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) ACE OF ORGANIZATION 7) SOLE VOTING POWER 659,348 8) SHARED VOTING POWER none 9) SOLE DISPOSITIVE POWER 659,348 10) SHARED DISPOSITIVE POWER none 3ENEFICIALLY OWNED BY EACH REPORTING PERS 659,348	(a) /X/ (b) _

		5.05%	
14)	TYPE OF REPORTING PERSO	00	
CUSI	P NO. 556269108	SCHEDULE 13D	
1)		N CATION NO. OF ABOVE PERSON & Opportunity Fund, LLC	37-1484524
2)	CHECK THE APPROPRIATE E	OX IF A MEMBER OF A GROUP	(a) /X/
	SEC USE ONLY		(b) _
		WC	
	JANT TO ITEMS 2(D) OR 2(l_l
6)	CITIZENSHIP OR PLACE OF Delaware	ORGANIZATION	
NUMBI	ER OF	SOLE VOTING POWER 553,852	
BENE	FICIALLY 8)	SHARED VOTING POWER none	
PERS	,	SOLE DISPOSITIVE POWER 553,852	
WITH	10)	SHARED DISPOSITIVE POWER none	
11)	AGGREGATE AMOUNT BENEFI	CIALLY OWNED BY EACH REPORTING PEI 553,852	RSON
12)		ATE AMOUNT IN ROW (11) EXCLUDES C	
	PERCENT OF CLASS REPRES	ENTED BY AMOUNT IN ROW (11) 4.24%	
14)	TYPE OF REPORTING PERSO	00	
CHCT	2 NO. 550000100	SCHEDULE 13D	
	P NO. 556269108		
1)	Peter A. Cohen	CATION NO. OF ABOVE PERSON	
2)		OX IF A MEMBER OF A GROUP	(a) /X/
	SEC USE ONLY		(b) _
		00	
 5)	CHECK BOX IF DISCLOSURE	00 OF LEGAL PROCEEDINGS IS REQUIRED	
	JANT TO ITEMS 2(D) OR 2(CITIZENSHIP OR PLACE OF		_
	ER OF	SOLE VOTING POWER none	
SHARI BENE OWNE	FICIALLY 8)	SHARED VOTING POWER 659,348	

REPO PERSO WITH			DLE DISPOSITIVE POWER none	 P
		10) 31	659,348	
,			ALLY OWNED BY EACH RE 659,348	
				EXCLUDES CERTAIN SHARES _
,			ITED BY AMOUNT IN ROW 5.05%	(11)
_	TYPE OF REPORTING			
			IN	
CUSI	P NO. 556269108		SCHEDULE 13D	
1)	Morgan B.	ENTIFICA Stark	TION NO. OF ABOVE PER	SON
2)			(IF A MEMBER OF A GRO	
				(b) _
,	SEC USE ONLY			
	SOURCE OF FUNDS		00	
5)	CHECK BOX IF DISC	LOSURE C	F LEGAL PROCEEDINGS I	1.1
6)	CITIZENSHIP OR PL United Stat	ACE OF C	ORGANIZATION	
	ER OF	7) SC	DLE VOTING POWER none	
BENE OWNE		,	IARED VOTING POWER 659,348	
PERS	RTING ON	9) SC	DLE DISPOSITIVE POWER none	
WITH		10) SH	IARED DISPOSITIVE POWE 659,348	
,		BENEFICI	ALLY OWNED BY EACH RE 659,348	
		AGGREGAT		EXCLUDES CERTAIN SHARES _
-		REPRESEN	ITED BY AMOUNT IN ROW 5.05%	(11)
	TYPE OF REPORTING		IN	
			SCHEDULE 13D	
	P NO. 556269108			
1)	Jeffrey M.	ENTIFICA Solomor		
2)			(IF A MEMBER OF A GRO	
				(b) _

EACH

3) SEC USE ONLY					
4) SOURCE OF FUNDS	00				
5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D)	\ \ \				
6) CITIZENSHIP OR PLA	ACE OF ORGANIZATION es				
NUMBER OF	7) SOLE VOTING POWER none				
SHARES BENEFICIALLY OWNED BY	8) SHARED VOTING POWER 659,348				
EACH REPORTING PERSON	9) SOLE DISPOSITIVE POWER none				
WITH	10) SHARED DISPOSITIVE POWER 659,348				
11) AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON 659,348				
12) CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _				
13) PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11) 5.05%				
14) TYPE OF REPORTING					
	SCHEDULE 13D				
CUSIP NO. 556269108					
1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Thomas W. Strauss					
	Strauss				
Thomas W. S					
Thomas W. S	Strauss IATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) _				
Thomas W. : 2) CHECK THE APPROPR 3) SEC USE ONLY	Strauss IATE BOX IF A MEMBER OF A GROUP (b) _				
Thomas W. : 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS	Strauss IATE BOX IF A MEMBER OF A GROUP (b) _ 00				
Thomas W. : 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D)	Strauss IATE BOX IF A MEMBER OF A GROUP (b) _ 00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED				
Thomas W. : 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC	Strauss IATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) _ 00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) _ ACE OF ORGANIZATION es				
Thomas W. : 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLA United State	ACE OF ORGANIZATION es TATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) _ 00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED _ ACE OF ORGANIZATION es 7) SOLE VOTING POWER				
Thomas W 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLA United State NUMBER OF SHARES	ACE OF ORGANIZATION es 7) SOLE VOTING POWER none				
Thomas W 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLA United State	ACE OF ORGANIZATION es 7) SOLE VOTING POWER none				
Thomas W 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PL United State NUMBER OF SHARES BENEFICIALLY OWNED BY	Strauss IATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) _ 00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) _ ACE OF ORGANIZATION es 7) SOLE VOTING POWER none 8) SHARED VOTING POWER 659,348				
Thomas W 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLA United State NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	IATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) _ 00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) _ ACE OF ORGANIZATION es 7) SOLE VOTING POWER none 8) SHARED VOTING POWER 659,348 9) SOLE DISPOSITIVE POWER none 10) SHARED DISPOSITIVE POWER 659,348				
Thomas W 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PLA United State NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	IATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) _ 00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) _ ACE OF ORGANIZATION es 7) SOLE VOTING POWER none 8) SHARED VOTING POWER 659,348 9) SOLE DISPOSITIVE POWER none 10) SHARED DISPOSITIVE POWER 659,348				
Thomas W 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PL United State NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 11) AGGREGATE AMOUNT	IATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) _ 00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) _ ACE OF ORGANIZATION es 7) SOLE VOTING POWER none 8) SHARED VOTING POWER 659,348 9) SOLE DISPOSITIVE POWER none 10) SHARED DISPOSITIVE POWER 659,348 BENEFICIALLY OWNED BY EACH REPORTING PERSON 659,348 AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _				
Thomas W 2) CHECK THE APPROPR 3) SEC USE ONLY 4) SOURCE OF FUNDS 5) CHECK BOX IF DISC PURSUANT TO ITEMS 2(D) 6) CITIZENSHIP OR PL United State NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 11) AGGREGATE AMOUNT (1) 12) CHECK BOX IF THE A	IATE BOX IF A MEMBER OF A GROUP (a) /X/ (b) _ 00 LOSURE OF LEGAL PROCEEDINGS IS REQUIRED OR 2(E) _ ACE OF ORGANIZATION PS 7) SOLE VOTING POWER none 8) SHARED VOTING POWER 659,348 9) SOLE DISPOSITIVE POWER none 10) SHARED DISPOSITIVE POWER 659,348 BENEFICIALLY OWNED BY EACH REPORTING PERSON 659,348 AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _ REPRESENTED BY AMOUNT IN ROW (11) 5.05%				

CUSIP NO. 556269108

	PERSON ENTIFICATION NO. OF ABOVE PERSON L Partners, LP	20-0133443
2) CHECK THE APPROPRI	IATE BOX IF A MEMBER OF A GROUP	(a) /X/
		(b) _
3) SEC USE ONLY		
4) SOURCE OF FUNDS	WC	
	OSURE OF LEGAL PROCEEDINGS IS REQUIRE	ED I I
6) CITIZENSHIP OR PLA		
NUMBER OF	7) SOLE VOTING POWER 8,600	
SHARES BENEFICIALLY OWNED BY	8) SHARED VOTING POWER none	
EACH REPORTING PERSON WITH	9) SOLE DISPOSITIVE POWER 8,600	
WITT	10) SHARED DISPOSITIVE POWER none	
11) AGGREGATE AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING F 8,600	PERSON
12) CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	CERTAIN SHARES _
13) PERCENT OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11) 0.066%	
14) TYPE OF REPORTING		
	SCHEDULE 13D	
CUSIP NO. 556269108		
	ENTIFICATION NO. OF ABOVE PERSON al Management, LLC	20-0027325
2) CHECK THE APPROPRI	IATE BOX IF A MEMBER OF A GROUP	(a) /X/
		(b) _
3) SEC USE ONLY		
4) SOURCE OF FUNDS	00	
5) CHECK BOX IF DISCL PURSUANT TO ITEMS 2(D)	LOSURE OF LEGAL PROCEEDINGS IS REQUIRE OR 2(E)	ED
6) CITIZENSHIP OR PLA		
NUMBER OF	7) SOLE VOTING POWER 8,600	
SHARES BENEFICIALLY OWNED BY	8) SHARED VOTING POWER none	
EACH REPORTING PERSON	9) SOLE DISPOSITIVE POWER 8,600	
WITH	10) SHARED DISPOSITIVE POWER	

none

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,600						
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _						
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.066%						
14)	TYPE OF REPORTING F	PERSON	00				
SCHEDULE 13D CUSIP NO. 556269108							
1)	.) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ronald Gross						
2)	CHECK THE APPROPRIATE BOX IF A MEMBE			OF A GROUP	(a)	/X/	
						I_I	
3)	SEC USE ONLY						
	SOURCE OF FUNDS 00						
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) _							
6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States						
	ER OF	7) SOL	E VOTING POW 8,600	VER			
OWNED BY EACH REPORTING PERSON		,	RED VOTING F	POWER			
			E DISPOSITI\ 8,600	/E POWER			
WITH		,	RED DISPOSIT	TIVE POWER			
 11)	1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,600						
 12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _						
 13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.066%						
14) TYPE OF REPORTING PERSON IN							

This Amendment No. 5 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on July 30, 2004, as amended by that certain Amendment No. 1 filed on November 12, 2004, that certain Amendment No. 2 filed on November 18, 2004, that certain Amendment No. 3 filed on December 13, 2004 and that certain Amendment No. 4 filed on December 20, 2004 (together, the "Statement"), by and on behalf of Barington Companies Equity Partners, L.P. ("Barington LP"), Barington Companies Investors, LLC, James Mitarotonda, Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., Parche, LLC, Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, RJG Capital Partners, LP, RJG Capital Management, LLC and Ronald Gross with respect to the common stock, par value \$0.0001 per share, of Steven Madden, Ltd., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 52-16 Barnett Avenue, Long Island City, New York 11104.

The information contained in Item 4 of the Statement is hereby supplemented as follows:

On December 31, 2004, Barington LP delivered a letter to the Company requesting, pursuant to Section 220 of the Delaware General Corporation Law and the common law of the State of Delaware, a listing of the Company's stockholders and other related corporate records in order to allow the Reporting Entities to communicate with the Company's stockholders on several operational, compensation, financial and corporate governance issues pertaining to the Company, including but not limited to the performance of the Company under the stewardship of Jamieson Karson, its Chief Executive Officer, as well as in connection with the election of directors at the Company's next annual meeting of stockholders and any other matters that may properly come before such meeting. A copy of this letter is attached hereto as Exhibit 99.6 and is incorporated herein by reference.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended to add the following exhibit:

99.6 Letter from Barington Companies Equity Partners, L.P. to the Corporate Secretary of Steven Madden, Ltd., dated December 31, 2004, requesting a listing of the Company's stockholders and other related corporate records.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: January 3, 2004

BARINGTON COMPANIES EQUITY PARTNERS, L.P. By: Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

By: /s/ James A. Mitarotonda

·

James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE FUND, LTD. (BVI)

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

BARINGTON COMPANIES ADVISORS, LLC By: Barington Capital Group, L.P., its

managing member

By: LNA Capital Corp., its general

partner

By: /s/ James A. Mitarotonda -----Name: James A. Mitarotonda Title: President and Chief Executive Officer BARINGTON CAPITAL GROUP, L.P. By: LNA Capital Corp., its general partner By: /s/ James A. Mitarotonda Name: James A. Mitarotonda Title: President and Chief Executive Officer LNA CAPITAL CORP. By: /s/ James A. Mitarotonda Name: James A. Mitarotonda Title: President and Chief Executive Officer PARCHE, LLC By: Admiral Advisors, LLC, its managing By: /s/ Jeffrey M. Solomon Name: Jeffrey M. Solomon Title: Authorized Signatory STARBOARD VALUE & OPPORTUNITY FUND, LLC By: Admiral Advisors, LLC, its managing member By: /s/ Jeffrey M. Solomon Name: Jeffrey M. Solomon Title: Authorized Signatory

ADMIRAL ADVISORS, LLC

By: Ramius Capital Group, LLC, its sole member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon Title: Authorized Signatory

RAMIUS CAPITAL GROUP, LLC

By: C4S & Co., LLC, its managing member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon Title: Managing Member By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon Title: Managing Member

/s/ Peter A. Cohen

Peter A. Cohen

/s/ Morgan B. Stark

Morgan B. Stark

/s/ Jeffrey M. Solomon

Jeffrey M. Solomon

/s/ Thomas W. Strauss

Thomas W. Strauss

RJG CAPITAL PARTNERS, LP

By: RJG Capital Management, LLC,

its general partner

By: /s/ Ronald J. Gross

Name: Ronald J. Gross Title: Managing Member

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

Name: Ronald J. Gross Title: Managing Member

/s/ Ronald J. Gross

Ronald J. Gross

EXHIBIT INDEX

- 99.1 Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, James Mitarotonda, Barington Companies Offshore Fund, Ltd., Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, Starboard Value & Opportunity Fund, LLC, RJG Capital Partners, LP, RJG Capital Management, LLC and Ronald Gross dated December 13, 2004 (previously filed).
- 99.2 Letter from James A. Mitarotonda of Barington Capital Group, L.P. to Jamieson A. Karson, Vice Chairman and Chief Executive Officer of Steven

- Madden, Ltd., dated November 5, 2004.(previously filed).
- 99.3 Letter from James A. Mitarotonda of Barington Capital Group, L.P. to Jamieson A. Karson, Vice Chairman and Chief Executive Officer of Steven Madden, Ltd., dated November 16, 2004 (previously filed).
- 99.4 Letter from James A. Mitarotonda of Barington Capital Group, L.P. to each of the outside members of the Board of Directors of Steven Madden, Ltd., dated December 13, 2004 (previously filed).
- 99.5 Press Release dated December 16, 2004 (previously filed).
- 99.6 Letter from Barington Companies Equity Partners, L.P. to the Corporate Secretary of Steven Madden, Ltd., dated December 31, 2004, requesting a listing of the Company's stockholders and other related corporate records (pages 27 to 30).

EXHIBIT 99.6

BARINGTON COMPANIES EQUITY PARTNERS, L.P. 888 SEVENTH AVENUE, 17TH FLOOR NEW YORK, NEW YORK 10019

December 31, 2004

VIA FACSIMILE AND COURIER Steven Madden, Ltd. 52-16 Barnett Avenue Long Island City, NY 11104 Attn: Corporate Secretary

Re: INSPECTION OF BOOKS AND RECORDS

Dear Sir or Madam:

Barington Companies Equity Partners, L.P. ("Barington") is the holder of record of 1,000 shares (the "Shares") of common stock, \$0.0001 par value (the "Common Stock"), of Steven Madden, Ltd., a Delaware corporation (the "Company").

As the record owner of the Shares, Barington hereby demands, pursuant to Section 220 of the Delaware General Corporation Law and the common law of the State of Delaware, during the usual hours for business, to inspect the following books, records and documents of the Company and to make copies or extracts therefrom:

- (a) a complete list of the Company's stockholders of record, certified by its transfer agent(s) and/or registrar(s), showing the name, address and number of shares registered in the name of each such stockholder;
- (b) a magnetic computer tape list of the holders of the Common Stock, showing the name, address and number of shares registered in the name of each such holder, such computer processing data as is necessary for Barington to make use of such magnetic computer tape, and a hard copy printout of such magnetic computer tape for verification purposes;
- (c) all daily transfer sheets now or hereafter in the Company's or its transfer agent's possession or control, or which can reasonably be obtained from brokers, dealers, banks, clearing agencies, voting trustees or their nominees, showing the changes in the list of stockholders of the Company referred to in item (a) above from the date hereof through the Record Date (as defined below);
- (d) all information and listings now or hereinafter in the Company's or its transfer agent's possession or control, or which can reasonably be obtained from nominees of any central certificate depository systems or their nominees, brokers, dealers, banks, respondent banks, clearing agencies, voting trusts and their nominees or other nominees, concerning the number, identity of, and shares held

by the actual beneficial owners of the Common Stock, including, without limitation, banks, brokers, dealers and other financial institutions who own Common Stock for their own or their customers account, any holdings in the respective names of Cede & Co. and other similar depositories or nominees as well as any material request list provided by Automatic Data Processing-Investor Communications Services, any omnibus proxies issued by such entities and all DTC Participant listings, and all such listings or other information which is in electronic form shall be provided to the undersigned or its agents simultaneously with the time it is made available to the Company or its agents, further, if the Company or its agents is authorized to have online access to the depository trust company security position listings then MacKenzie Partners, Inc., as Barington's agent, shall be given equivalent access;

- (e) all information now or hereinafter in the Company's possession or control or which can reasonably be obtained from brokers, dealers, banks, clearing agencies, voting trustees or their nominees, relating to the names of the non-objecting beneficial owners of the Common Stock (commonly referred to as a "NOBO" list) whose shares are held by brokers, dealers, banks, clearing agencies, voting trustees or their nominees in the format of a magnetic computer tape or cartridge file of such owners showing the name, address and number of shares registered in the name of each such owner in descending balance order, such computer processing data as is necessary for Barington to make use of such magnetic computer tape or cartridge, and a hard copy printout of such magnetic computer tape or cartridge for verification purposes (such information with respect to brokers and dealers is readily available to the Company under Rule 14b-1 and/or Rule 14b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), from ADP Proxy Services, or otherwise);
- (f) all "respondent bank" lists and omnibus proxies for such lists, pursuant to Rule 14b-2 of the Exchange Act;
- (g) a list of stockholders of the Company who are participants in any Company employee stock ownership, stock purchase, stock option, retirement, restricted stock, incentive, profit sharing, dividend reinvestment or any similar plan in which voting of Common Stock under the plan is controlled, directly or indirectly, individually or collectively, by such plan's participants, showing (i) the name and address of each such participant, (ii) the number of shares of Common Stock attributable to each such participant in any such plan, and (iii) the method by which the Barington Entities (as hereinafter defined) or their agents may communicate with each such participant; and
- (h) a correct and complete copy of the bylaws of the Company, as in effect now and as amended from time to time, and any rules and regulations of the Company regarding the nomination and election of directors, stockholder proposals and the conduct of the Company's annual meeting of stockholders.

Each item is requested to be complete and correct as of the date hereof. In addition, Barington demands that modifications, additions and deletions to any and all information referred to in items (a) through (h) above be furnished to Barington as soon as such modifications, additions and deletions become available to the Company or its agents or representatives. This letter shall also serve as Barington's demand to inspect and copy each item set forth above reflecting data as of the record date for the Company's next annual meeting of stockholders (the "Record Date").

Barington will bear the reasonable costs incurred by the Company including those of its transfer agent(s) or registrar(s) in connection with the production of the information demanded.

Please note that the Barington has jointly filed a Schedule 13D with certain other entities (together with Barington, collectively, the "Barington Entities") pursuant to a joint filing agreement. Reference is made to Amendment No. 3 to the Schedule 13D, as it may be amended from time to time, for additional information regarding the Barington Entities.

The purpose of this demand is to enable the Barington Entities to communicate with the Company's stockholders on several operational, compensation, financial and corporate governance issues pertaining to the Company, including but not limited to the performance of the Company under the stewardship of Jamieson Karson, its Chief Executive Officer, as well as in connection with the election of directors at the Company's next annual meeting of stockholders and any other matters that may properly come before such meeting.

Barington hereby designates and authorizes Olshan Grundman Frome Rosenzweig & Wolosky LLP and MacKenzie Partners, Inc. and their partners, employees, agents and any other persons to be designated by them, acting singly or in any combination, to act as its agents and conduct the inspection and copying herein requested on our behalf. Please advise Steven Wolosky, Esq. (tel: 212-451-2333) or Adam Finerman, Esq. (tel. 212-451-2289) of Olshan Grundman Frome Rosenzweig & Wolosky LLP as to when and where the items demanded above will be available. It is requested that the information identified above be made available as promptly as practicable and, in any event, no later than January 7, 2005.

Very truly yours,

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By: Barington Companies Investors, LLC, its General

Partner

By: /s/ James A. Mitarotonda

James A. Mitarotonda Managing Member

State of New York)
County of New York)

JAMES A. MITAROTONDA, being duly sworn, states that he executed the foregoing letter, that he is the Managing Member of Barington Companies Investors, LLC, the General Partner of Barington Companies Equity Partners, L.P. ("Barington"), that he is authorized to make the foregoing demand for inspection on behalf of and as the act and deed of Barington, and that the information and facts stated therein, including Barington's record ownership and the purpose of this demand for inspection, are true and correct. Such inspection is reasonably related to Barington's interest as a stockholder and is not desired for a purpose which is in the interest of a business or object other than the business of Steven Madden, Ltd.

/s/ James A. Mitarotonda -----James A. Mitarotonda

Subscribed and sworn to before me this 31st day of December, 2004.

/s/ Stuart D. Appelson
----Notary Public

My commission expires: January 21, 2006