FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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ciu ruw	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 (Check all applicable)					
NOSEIIIEIU EUWAIU N.										-		-		X	Direc	ctor	10	% Owner	
.ast) (First) (Middle)					3 L	2. Data of Farliagt Transaction (Month/Day/Veet)								X	X Officer (give title below)			ner (specify ow)	
C/O STEVEN MADDEN, LTD.						03/17/2014									CEO	CEO and Chairman of the Board			
52-16 BARNETT AVENUE																			
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
SLAND	NY	1	1104											X	Form filed by One Reporting Person				
															Form filed by More than One Reporting Person				
((Stat	e) (2	Zip)																
		Tabl	e I - N	on-Deriv	ative	Seci	uritie	s Ac	quire	d, Di	sposed o	f, or B	enefic	ially	Owne	ed		_	
Date					Execution Date,							15)	Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect			
									Code	٧	Amount	(A) or (D)	Price		Trans	action(s)		(111511.4)	
Common Stock, par value \$0.0001 per share 03/17/20:					014	14		A		22,265(1)	A	\$	\$0		312,827				
Common Stock, par value \$0.0001 per share 03/18/20:					014	14		S		23,250	D	\$36.5	36.552 ⁽²⁾		289,577				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
vative or Exercise r. 3) Price of Derivative Security Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (8)	(Instr.	nstr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Amount or Number of		ative rity	derivative Securities Beneficially Owned Following Reported	Owners Form: Direct (I or Indire (I) (Instr	Beneficial Ownership ct (Instr. 4)			
	Stock, pa	Stock, par va Stock, par va 2. Conversion or Exercise Price of Derivative	SLAND NY 1 (State) (3 Table Security (Instr. 3) Stock, par value \$0.0001 pe Stock, par value \$0.0001 pe Table Stock, par value \$0.0001 pe	SLAND NY 11104 (State) (Zip) Table I - N Security (Instr. 3) Stock, par value \$0.0001 per Stock, par value \$0.0001 per Table II 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	SLAND NY 11104 (State) (Zip) Table I - Non-Derive Security (Instr. 3) Stock, par value \$0.0001 per 03/17/2 Stock, par value \$0.0001 per 03/18/2 Table II - Derivate (e.g., pinch or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	SLAND NY 11104 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock, par value \$0.0001 per O3/17/2014 Stock, par value \$0.0001 per 03/18/2014 Table II - Derivative Security (Instr. 3) 2. 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Date of Earliest Transaction (Month/Day/Year) (Stand) (State) (ARNETT AVENUE 3. Date of Earlies Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) 2. Deemed Date (Month/Day/Year) (Month/Day/Year) 2. Deemed Date (Month/Day/Year) (Month/Day/Year) 2. Deemed Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock, par value \$0.0001 per 3. Tansaction (Month/Day/Year) 2. Deemed Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Deemed Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Deemed Date (Month/Day/Year) (Month/Day/Year) 2. Deemed Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction (Code (Instr. 3) Code (V Amount (A) or Price (Instr. 3) 3. Transaction (Instr. 4) Stock, par value \$0.0001 per 3. Tansaction (Code (Instr. 3) 3. 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Explanation of Responses:

1. Reflects restricted stock grant made to the reporting person on March 17, 2014 under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan"), which stock will vest in five equal annual installments of 4,453 on each of March 5, 2015, March 5, 2016, March 5, 2017, March 5, 2018 and March 5, 2019, subject to forfeiture pursuant to the terms of the Plan.

2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.44 to \$36.83, inclusive. The reporting person undertakes to provide to Steven Madden, Ltd. (the "Company"), any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

> /s/ Arvind Dharia, Attorney-in-03/18/2014 Fact for Edward R. Rosenfeld

** Signature of Reporting Person

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.