

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report: May 20, 2004

STEVEN MADDEN, LTD.

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(Exact name of registrant as specified in its charter)

Delaware

0-23702

13-3588231

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(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification Number)

52-16 Barnett Avenue, Long Island City, New York

11104

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(718) 446-1800  
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Item 7(c). Exhibits.  
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99.1 Letter from Steven Madden, Ltd. to FMR Corp. dated  
May 20, 2004.

Item 9. Regulation FD Disclosure.  
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On May 20, 2004, Steven Madden, Ltd. (the "Company") sent a letter to FMR Corp., one of the Company's stockholders, providing that the Company's management will request that the board of directors of the Company consider amending the Company's 1999 Stock Plan to provide that no material amendments will be made to such plan without stockholder approval. A copy of the letter is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STEVEN MADDEN, LTD.

By: /s/ ARVIND DHARIA

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Name: Arvind Dharia  
Title: Chief Financial Officer

Date: May 21, 2004

[Steven Madden, Ltd. Letterhead]

May 20, 2004

FMR Corp.  
82 Devonshire Street  
Boston, MA 02109  
Attn: Eric Roiter, General Counsel

Re: Steven Madden, Ltd.

Dear Mr. Roiter,

This will confirm my conversation with Robert McCormick this afternoon during which I agreed that the management of Steven Madden, Ltd. (the "Company") will request that the board of directors of the Company consider amending the Company's 1999 Stock Plan to provide that no material amendments will be made to such plan without stockholder approval.

Sincerely,

/s/ JAMIESON KARSON

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Jamieson Karson  
Vice Chairman and Chief Executive Officer