

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 23, 2004

STEVEN MADDEN, LTD.

(Exact name of registrant as specified in its charter)

Delaware

0-23702

13-3588231

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification Number)

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

11104

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(718) 446-1800

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On November 23, 2004, Jamieson A. Karson, Chairman and Chief Executive Officer
of Steven Madden, Ltd. (the "Company"), sent a letter to Barington Capital
Group, L.P. ("Barington") in response to a letter dated November 16, 2004 that
was sent to the Company from Barington and was filed with the Securities and
Exchange Commission as Exhibit 99.3 to Amendment No. 2 to the Schedule 13D filed
by Barington with respect to the Company. A copy of the November 23, 2004 letter
is attached as Exhibit 99.1 to this report and is incorporated herein by
reference.

Item 9.01(c) Financial Statements and Exhibits.

99.1 Letter dated November 23, 2004 from Jamieson A.
Karson, Chairman and Chief Executive Officer of
Steven Madden, Ltd., to Barington Capital Group, L.P.

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/ JAMIESON KARSON

Name: Jamieson Karson
Title: Chairman and Chief Executive
Officer

Date: November 24, 2004

[Steven Madden, Ltd. Letterhead]

November 23, 2004

Barington Capital Group
888 Seventh Avenue
New York, New York 10019

Attention: Mr. James A. Mitarotonda

Dear Sir:

We are in receipt of your letter dated November 16, 2004.

We believe the issues are clear: we need to address our concern that your Schedule 13D is materially false and misleading as well as our concern about your conduct as reflected in the public record. Moreover, you have publicly denied that you asked one of the Company's directors to have the Company repurchase shares owned by Barington.

At the same time you have refused to permit our inquiry into these issues, including particularly issues pertaining to your conduct. Our inquiry consisted specifically of asking you to provide pertinent documents and to permit the Company's counsel to interview you. In summary, we have a threshold credibility issue which prevents any interaction the Board might otherwise consider.

We invite you to resolve these credibility issues by accepting our Audit Committee's invitation to present information and respond to its questions. If you have the courage of your professed convictions and if you have nothing to conceal, you should be willing to take advantage of this opportunity to remove the uncertainty surrounding you and your involvement in Steven Madden, Ltd.

I am going to defer responding to the other aspects of your letter concerning, among other things, the so-called "constructive measures" that you claim to espouse until the issues surrounding your credibility and conduct are resolved. We are hopeful that you will reconsider your unwillingness to cooperate with the Company's investigation of these matters.

Very truly yours,

/s/ JAMIESON A. KARSON

Jamieson A. Karson
Chairman and CEO