

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

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 4)

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 16, 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

CUSIP NO. 556269108

- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Companies Equity Partners, L.P. 13-4088890

- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
(b) |_

- 3) SEC USE ONLY

- 4) SOURCE OF FUNDS WC

- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E) |_

- 6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

- 7) SOLE VOTING POWER
288,937

- 8) SHARED VOTING POWER
- NUMBER OF
SHARES
BENEFICIALLY

OWNED BY none
 EACH -----
 REPORTING 9) SOLE DISPOSITIVE POWER
 PERSON 288,937
 WITH -----
 10) SHARED DISPOSITIVE POWER
 none

 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 288,937

 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_|

 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 2.21%

 14) TYPE OF REPORTING PERSON
 PN

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Barington Companies Investros, LLC 13-4126527

 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
 (b) |_|

 3) SEC USE ONLY

 4) 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
 Delaware

NUMBER OF 7) SOLE VOTING POWER
 SHARES 288,937
 BENEFICIALLY -----
 OWNED BY 8) SHARED VOTING POWER
 EACH none
 REPORTING -----
 PERSON 9) SOLE DISPOSITIVE POWER
 WITH 288,937

 10) SHARED DISPOSITIVE POWER
 none

 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 288,937

 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_|

 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 2.21%

 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
 James Mitarotonda

 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
 (b) |_|

3) SEC USE ONLY

4) 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

7) SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 337,472

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
337,472

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
337,472

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.58%

14) TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Companies Offshore Fund, Ltd. (BVI)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

7) SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 48,535

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
48,535

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
48,535

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.37%

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
Barington Companies Advisors, LLC 20-0327470
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
(b) |_|
-
- 3) SEC USE ONLY
-
- 4) 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
Delaware
-
- | | |
|--|--------------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7) SOLE VOTING POWER
48,535 |
| | 8) SHARED VOTING POWER
none |
| | 9) SOLE DISPOSITIVE POWER
48,535 |
| | 10) SHARED DISPOSITIVE POWER
none |
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
48,535
-
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_|
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.37%
-
- 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
Barington Capital Group, L.P. 13-3635132
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
(b) |_|
-
- 3) SEC USE ONLY
-
- 4) 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
New York
-
- | | |
|--|--------------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7) SOLE VOTING POWER
337,472 |
| | 8) SHARED VOTING POWER
none |
| | 9) SOLE DISPOSITIVE POWER
337,472 |
| | 10) SHARED DISPOSITIVE POWER
none |
-

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
337,472

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.58%

14) TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
LNA Capital Corp. 13-3635168

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) 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
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER
337,472

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
337,472

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
337,472

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.58%

14) TYPE OF REPORTING PERSON
C0

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Parche, LLC 13-0870632

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 105,496

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
105,496

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
105,496

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.81%

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
Admiral Advisors, LLC 13-1484525

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) 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
Delaware

7) SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 659,348

8) SHARED VOTING POWER
none

9) SOLE DISPOSITIVE POWER
659,348

10) SHARED DISPOSITIVE POWER
none

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 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 13-3937658

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/

(b) |_ |

3) SEC USE ONLY

4) 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 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7) SOLE VOTING POWER 659,348

8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 659,348

10) SHARED DISPOSITIVE POWER none

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 PERSON 00

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON C4S & Co., LLC 13-3946794

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/

(b) |_ |

3) SEC USE ONLY

4) 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 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7) SOLE VOTING POWER 659,348

8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 659,348

10) SHARED DISPOSITIVE POWER none

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 PERSON

00

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Starboard Value & Opportunity Fund, LLC

37-1484524

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) /X/

(b) |_ |

3) SEC USE ONLY

4) SOURCE OF FUNDS

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

|_ |

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7) SOLE VOTING POWER

553,852

NUMBER OF
SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

8) SHARED VOTING POWER

none

9) SOLE DISPOSITIVE POWER

553,852

10) SHARED DISPOSITIVE POWER

none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

553,852

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |_ |

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.24%

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

Peter A. Cohen

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) /X/

(b) |_ |

3) SEC USE ONLY

4) 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

7) SOLE VOTING POWER

none

NUMBER OF
SHARES

BENEFICIALLY

OWNED BY

8) SHARED VOTING POWER

659,348

EACH REPORTING PERSON WITH

9) SOLE DISPOSITIVE POWER
none

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 PERSON
IN

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Morgan B. Stark

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) SOLE VOTING POWER
none

8) SHARED VOTING POWER
659,348

9) SOLE DISPOSITIVE POWER
none

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 PERSON
IN

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Jeffrey M. Solomon

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

 4) 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

 NUMBER OF 7) SOLE VOTING POWER
 SHARES none
 BENEFICIALLY 8) SHARED VOTING POWER
 OWNED BY 659,348
 EACH 9) SOLE DISPOSITIVE POWER
 REPORTING none
 PERSON 10) SHARED DISPOSITIVE POWER
 WITH 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 PERSON
 IN

SCHEDULE 13D

CUSIP NO. 556269108

1) NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Thomas W. Strauss

 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
 (b) |_

 3) SEC USE ONLY

 4) 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

 NUMBER OF 7) SOLE VOTING POWER
 SHARES none
 BENEFICIALLY 8) SHARED VOTING POWER
 OWNED BY 659,348
 EACH 9) SOLE DISPOSITIVE POWER
 REPORTING none
 PERSON 10) SHARED DISPOSITIVE POWER
 WITH 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 PERSON
 IN

SCHEDULE 13D

CUSIP NO. 556269108

- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
RJG Capital Partners, LP 20-0133443
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
(b) |_|
-
- 3) SEC USE ONLY
-
- 4) SOURCE OF FUNDS WC
-
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E) |_|
-
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
-
- 7) SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8,600
-
- 8) SHARED VOTING POWER
none
-
- 9) SOLE DISPOSITIVE POWER
8,600
-
- 10) SHARED DISPOSITIVE POWER
none
-
- 11) 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
PN
-

SCHEDULE 13D

CUSIP NO. 556269108

- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
RJG Capital Management, LLC 20-0027325
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/
(b) |_|
-
- 3) SEC USE ONLY
-
- 4) 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
Delaware
-
- 7) SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8,600
-
- 8) SHARED VOTING POWER
none
-
- 9) SOLE DISPOSITIVE POWER
8,600
-
- 10) SHARED DISPOSITIVE POWER
none
-

11) 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
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 MEMBER OF A GROUP (a) /X/
(b)

3) SEC USE ONLY

4) 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 8,600
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 8,600
	10) SHARED DISPOSITIVE POWER none

11) 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. 4 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 and that certain Amendment No. 3 filed on December 13, 2004 (together, the "Statement"), by and on behalf of Barington Companies Equity Partners, L.P., 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, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, LLC, 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.

Item 4. PURPOSE OF TRANSACTION.

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

On December 16, 2004, Barington Capital Group, L.P. issued the press release attached hereto as Exhibit 99.5 announcing that it applauds the appointment of Harold Kahn to the Board of Directors of the Company.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby amended and restated as follows:

Exhibit No. 1 Exhibit Description

- 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. (Filed as an exhibit to Amendment No. 3 to the Statement)
- 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. (Filed as an exhibit to Amendment No. 1 to the Statement)
- 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. (Filed as an exhibit to Amendment No. 2 to the Statement)
- 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. (Filed as an exhibit to Amendment No. 3 to the Statement)
- 99.5 Press Release dated December 16, 2004.

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: December 20, 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
member

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., its managing member

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon
Title: Managing Member

C4S & CO., LLC

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

FOR IMMEDIATE RELEASE
December 16, 2004

CONTACT:
Ellen Barry / Robin Gilliland
Brunswick Group
(212) 333-3810

BARINGTON CAPITAL GROUP APPLAUDS APPOINTMENT OF
HAROLD KAHN TO THE BOARD OF DIRECTORS OF STEVEN MADDEN, LTD.

New York, New York, December 16, 2004 - Barington Capital Group, L.P. ("Barington") announced today that it applauds the appointment of Harold Kahn to the Board of Directors of Steven Madden, Ltd. (Nasdaq: SHOO) (the "Company").

"We are delighted that Steven Madden, Ltd. has taken this first step to address our concerns by appointing Harold Kahn to its Board of Directors," stated James Mitarotonda, Chairman and Chief Executive Officer of Barington. "Hal Kahn is one of the most respected leaders in the retail and merchandising sector. His track record and experience are outstanding. He brings to Steven Madden, Ltd. much needed management and industry experience."

"Hal is the type of accomplished executive that the Company could use as its Chief Executive Officer. We look forward to the positive impact that he will have on the Company's plans and performance," Mitarotonda concluded.

Barington also stated its hope that the Board will address its numerous other concerns that were outlined in the letter Barington sent to the Company's outside directors earlier this week. As one of the Company's largest stockholders, Barington is committed to improving shareholder value for the benefit of ALL stockholders of Steven Madden, Ltd., and reiterates its willingness to meet with the Board to discuss ways to address its other concerns in greater detail.

ABOUT BARINGTON CAPITAL GROUP, L.P.

Barington Capital Group, L.P. is an investment management firm that primarily invests in undervalued, small-capitalization companies. Barington and its principals are experienced value-added investors who have taken active roles in assisting management teams in creating or improving shareholder value. Barington represents a group of investors that own 1,005,420 shares of Steven Madden, Ltd., or approximately 7.7% of the Company's outstanding common stock.

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CERTAIN INFORMATION CONCERNING PARTICIPANTS

Barington Capital Group, L.P. ("Barington"), together with the other participants named herein, may make a preliminary filing with the SEC of a proxy statement and an accompanying WHITE proxy card to be used to solicit votes for the election of their nominees at the 2005 annual meeting of stockholders of Steven Madden, Ltd., a Delaware corporation (the "Company"), which has not yet been scheduled.

IN THE EVENT THAT A DETERMINATION IS MADE TO FILE A PROXY STATEMENT WITH THE SEC, BARINGTON STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT WHEN IT IS AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY STATEMENT, IF FILED, WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN ANY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT, IF FILED, WITHOUT CHARGE UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR, MACKENZIE PARTNERS, INC., AT ITS TOLL-FREE NUMBER: 800-322-2885 OR PROXY@MACKENZIEPARTNERS.COM.

The participants in such potential proxy solicitation are anticipated to be Barington, Barington Companies Investors, LLC, James Mitarotonda, Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC, Barington Companies Equity Partners, 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 (together, the "Participants").

Information regarding the Participants and their direct or indirect interests is available in their Amendment No. 3 to Schedule 13D, jointly filed with the SEC on December 13, 2004.

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