

☐ 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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MADDEN STEVEN</u> (Last) (First) (Middle) <u>C/O STEVEN MADDEN, LTD.</u> <u>52-16 BARNETT AVENUE</u> (Street) <u>LONG ISLAND</u> <u>NY</u> <u>11104</u> <u>CITY,</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STEVEN MADDEN, LTD. [SHOO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	03/17/2015		M		337,503	A	\$5.72	4,640,478	D	
Common Stock, par value \$0.0001 per share	03/17/2015		M		168,750	A	\$15.33	4,809,228	D	
Common Stock, par value \$0.0001 per share	03/17/2015		M		225,000	A	\$23.75	5,034,228	D	
Common Stock, par value \$0.0001 per share	03/17/2015		M		150,000	A	\$25.99	5,184,228	D	
Common Stock, par value \$0.0001 per share	03/17/2015		F		654,152 ⁽¹⁾	D	\$37.47	4,530,076	D	
Common Stock, par value \$0.0001 per share								1,658,062	I	By BOCAP Corp. ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5.72	03/17/2015		M			337,503	04/29/2013	04/29/2015	Common Stock	337,503	\$0	0	D	
Stock Option (Right to Buy)	\$15.33	03/17/2015		M			168,750	05/28/2011	05/28/2017	Common Stock	168,750	\$0	0	D	
Stock Option (Right to Buy)	\$23.75	03/17/2015		M			225,000	05/27/2012	06/02/2018	Common Stock	225,000	\$0	0	D	
Stock Option (Right to Buy)	\$25.99	03/17/2015		M			150,000	05/25/2013	06/04/2019	Common Stock	150,000	\$0	0	D	

Explanation of Responses:

1. Represents shares withheld to satisfy the reporting person's obligations to pay both the exercise price and withholding taxes incurred in connection with the exercise of stock options.
2. BOCAP Corp. is a corporation wholly owned by the reporting person.

/s/ Arvind Dharja, Attorney-in-Fact for Steven Madden
** Signature of Reporting Person

03/18/2015
Date

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.

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