

Rosenfeld Edward R.
Form 4
January 03, 2019

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosenfeld Edward R.

(Last) (First) (Middle)

C/O STEVEN MADDEN,
LTD., 52-16 BARNETT AVENUE

(Street)

LONG ISLAND CITY, NY 11104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STEVEN MADDEN, LTD. [SHOO]

3. Date of Earliest Transaction
(Month/Day/Year)

12/03/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

CEO and Chairman of the Board

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
Common Stock, par value \$0.0001 per share	12/03/2018		F	11,975 (1)	D \$ 32.98	706,535 (2) (3)	D
Common Stock, par value \$0.0001 per share	12/31/2018		A	87,500 (4)	A \$ 0	794,035	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rosenfeld Edward R. C/O STEVEN MADDEN, LTD. 52-16 BARNETT AVENUE LONG ISLAND CITY, NY 11104	X CEO and Chairman of the Board

Signatures

/s/ Edward R.
Rosenfeld 01/03/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Represents shares withheld to satisfy the reporting person's tax obligations in connection with the vesting of 22,500 shares of restricted common stock of Steven Madden, Ltd. (the "Company").

The Form 4 filed by the reporting person on December 6, 2018, which reported a transaction that occurred after the stock split referenced in footnote 3 of this Form 4, understated by 239,503 the number of shares owned by the reporting person following the reported transaction as a result of the omission of the 239,503 shares received by the reporting person in the stock split. As a consequence, 467,032, rather than 706,535 (reflecting the correct number of shares beneficially owned), were reported as owned by the reporting person in the Form 4 filed on December 6, 2018.
- (3)

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On October 11, 2018, the Company effected a three-for-two stock split (effected as a stock dividend), which resulted in the reporting person receiving 239,503 additional shares of Common Stock of the Company.

- (4) Reflects a restricted stock grant made by the Company to the reporting person on December 31, 2018 under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan"), which stock will vest and cease to be restricted stock in five equal annual installments of 17,500 commencing on December 1, 2019, and until fully vested will be subject to forfeiture pursuant to the terms of the Plan and the award agreement.

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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