STEVEN MADDEN, LTD.

Form 4

March 16, 2016

subject to

Section 16.

Form 4 or

Check this box if no longer CTLATEEN MENTS OF CHANGES IN DENIER CH

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Frieders Karla			Symbol	2. Issuer Name and Ticker or Trading Symbol STEVEN MADDEN, LTD. [SHOO]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction					(Check all applicable)		
				(Month/Day/Year)				Director 10% Owner			
C/O STEVEN MADDEN,			03/15/2	03/15/2016				X Officer (give title Other (specify below)			
LTD., 52-16 BARNETT AVENUE								Chief Merchandising Officer			
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
LONG ISLAND CITY, NY 11104				,				X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(7:-)								1-01	
	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiciany Owned										
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execut any	eemed ion Date, if n/Day/Year)	Code (Instr. 3, 4 and 5) Year) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$0.0001 per share	03/15/2016			F	740 (1)	D	\$ 37.59	78,346	D		
Common Stock, par value \$0.0001 per share	03/15/2016			A	5,513 (2)	A	\$ 0	83,859	D		

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date	Title Numbe			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Frieders Karla C/O STEVEN MADDEN, LTD. 52-16 BARNETT AVENUE LONG ISLAND CITY, NY 11104

Chief Merchandising Officer

Signatures

/s/ Arvind Dharia, Attorney-in-Fact for Karla Frieders

03/16/2016

Date

**Signature of Reporting Person

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 1,326 shares of restricted common stock.
 - Reflects restricted stock grant made by Steven Madden, Ltd. to the reporting person on March 15, 2016 under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan"), which stock will vest and cease to be restricted stock in five substantially equal annual
- (2) installments as follows: 1,102 shares on March 5, 2017; 1,102 shares on March 5, 2018; 1,103 shares on March 5, 2019; 1,103 shares on March 5, 2020; and 1,103 shares on March 5, 2021. Until fully vested, the stock will be subject to forfeiture pursuant to the terms of the Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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