

Rosenfeld Edward R.
Form 3
March 05, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Rosenfeld Edward R.
(Last) (First) (Middle)

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

(Street)

LONG ISLAND
CITY,Â NYÂ 11104

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/27/2008

3. Issuer Name **and** Ticker or Trading Symbol
STEVEN MADDEN, LTD. [SHOO]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

35,000 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	Â (2)	07/05/2015	Common Stock	7,500	\$ 12.31	D	Â

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	Â X	Â	Â	Â

Signatures

/s/ Edward R.
Rosenfeld

03/05/2008

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes: (i) 15,000 shares of Common Stock constituting Restricted Stock under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan") granted on March 20, 2006 which vested to the extent of 3,750 shares on the first anniversary of the grant date and which vest to the extent of 3,750 shares on the second, third and fourth anniversaries of the grant date and which are subject to forfeiture pursuant to the terms of the Plan; (ii) 20,000 shares of Common Stock constituting Restricted Stock under the Plan granted on March 6, 2007 and which vest to the extent of 4,000 shares on the first, second, third, fourth and fifth anniversaries of the grant date and which are subject to forfeiture pursuant to the terms of the Plan.
- (1)
- (2) This option became exercisable to the extent of 3,750 shares on each of August 9, 2005 and February 9, 2006.

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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