

STEVEN MADDEN, LTD.
Form 4
August 12, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VARELA AMELIA

(Last) (First) (Middle)

C/O STEVEN MADDEN,
LTD., 52-16 BARNET 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)

08/12/2016

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)
President

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock, par value \$0.0001 per share	08/12/2016		J ⁽¹⁾		15,329	D	①
Common Stock, par value \$0.0001 per share	08/12/2016		J ⁽²⁾		13,782	D	②
Common Stock, par	08/12/2016		A		15,329	A	\$ 0
					<u>(3)</u>		80,126

value
\$0.0001 per
share

Common
Stock, par

value	08/12/2016	A	<u>13,782</u> (4)	A	\$ 0	93,908	D
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\$0.0001 per
share

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 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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARELA AMELIA C/O STEVEN MADDEN, LTD. 52-16 BARNET AVENUE LONG ISLAND CITY, NY 11104	X		President	

Signatures

/s/ Amelia Varela 08/12/2016

**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) As previously reported, on March 11, 2015, the reporting person received from Steven Madden, Ltd. (the "Company") an award of 15,329 shares of restricted stock under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan"). The March 11, 2015 restricted stock award was rescinded on August 12, 2016 pursuant to a Forfeiture and Rescission of Awards Agreement dated August 12, 2016 between the reporting person and the Company (the "Forfeiture and Rescission Agreement").

(2) As previously reported, on March 15, 2016, the reporting person received from the Company an award of 13,782 shares of restricted stock under the Plan. The March 15, 2016 restricted stock award was rescinded on August 12, 2016 pursuant to the Forfeiture and Rescission Agreement.

(3) Reflects a restricted stock grant made by the Company to the reporting person on August 12, 2016 under the Plan, which stock will vest and cease to be restricted stock in five substantially equal installments as follows: 3,065 shares on the grant date, August 12, 2016, and 3,066 shares on each of March 5, 2017, March 5, 2018, March 5, 2019 and March 5, 2020. Until fully vested, the stock will be subject to forfeiture pursuant to the terms of the Plan.

(4) Reflects a restricted stock grant made by the Company to the reporting person on August 12, 2016 under the Plan, which stock will vest and cease to be restricted stock in five substantially equal annual installments as follows: 2,756 shares on each of March 5, 2017, March 5, 2018 and March 5, 2019 and 2,757 shares on each of March 5, 2020 and 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.

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