

VARELA AMELIA
Form 4
June 02, 2011

FORM 4

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

OMB APPROVAL

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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)

05/31/2011

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)

EVP of Wholesale

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	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	05/31/2011		M		15,000	A	\$ 12.88
Common Stock, par value \$0.0001 per share	05/31/2011		S		15,000	D	\$ 55.29
Common Stock, par value \$0.0001 per share	05/31/2011		M		56,250	A	\$ 12.52

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value
\$0.0001
per share

Common
Stock, par
value
\$0.0001
per share

05/31/2011

S

56,250 D

\$ 0
55.29

D

Common
Stock, par
value
\$0.0001
per share

05/31/2011

M

7,499 A

\$ 7,499
32.53

D

Common
Stock, par
value
\$0.0001
per share

05/31/2011

S

7,499 D

\$ 0
55.29

D

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

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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.88	05/31/2011		M	15,000	04/29/2011 04/29/2015	Common Stock 15,000
Stock Option (Right to Buy)	\$ 12.52 ⁽¹⁾	05/31/2011		M	56,250 ⁽¹⁾	04/01/2011 ⁽¹⁾ 04/29/2016	Common Stock 56,250
		05/31/2011		M		04/01/2011 04/29/2017	7,499

Stock	\$ 32.53	7,499	Common
Option (Right to Buy)	<u>(2)</u>	<u>(2)</u>	Stock

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			EVP of Wholesale	

Signatures

/s/ Amelia
Varela

06/02/2011

**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).

The actual vesting schedule for this entire option grant was four annual installments commencing on the first anniversary of the grant date. A Form 4 filed on April 2, 2009 to report an aggregate option grant of 75,000 shares erroneously indicated that the option would

(1) vest over a 5-year period with respect to 25,000 shares and over a 4-year period with respect to 50,000 shares. This option was previously reported as covering 37,500 shares at an exercise price of \$18.78 per share, but was adjusted to reflect the three-for-two stock split (effected as a stock dividend) that occurred on April 30, 2010.

The option was issued at an exercise price of \$48.80 per share, which was the closing price of the issuer's common stock on March 31, 2010. A Form 4 filed on April 27, 2010 to report the option grant erroneously indicated the exercise price of the option as \$48.96. The

(2) number of shares available upon exercise of the option and the exercise price of the option have been adjusted to reflect the three-for-two stock split (effected as a stock dividend) that occurred on April 30, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.