

MADDEN STEVEN
Form 4/A
January 17, 2012

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 *
MADDEN STEVEN

(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)

11/18/2009

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

01/17/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

X 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)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.0001 per share	11/18/2009		S		73,000 D \$ 39.893	2,032,375 ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u>	I By BOCAP Corp. ⁽⁵⁾
Common Stock, par value \$0.0001 per share	11/19/2009		S		27,000 D \$ 39.676	2,005,375 ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u>	I By BOCAP Corp. ⁽⁵⁾
Common Stock, par						714,204 ⁽³⁾ <u>(4)</u>	D

value
\$0.0001
per share

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. 3 and 4)
				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
MADDEN STEVEN C/O STEVEN MADDEN, LTD. 52-16 BARNETT AVENUE LONG ISLAND CITY,, NY 11104		X		

Signatures

/s/ Arvind Dharia, Attorney-in-Fact for Steven Madden Arvind Dharia, Attorney-in-Fact for Steve Madden

01/17/2012

__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) The Form 4 filed by the reporting person on November 20, 2009 to report the sale of an aggregate of 100,000 shares of common stock of Steven Madden, Ltd. (the "Company") owned by BOCAP Corp., a corporation wholly owned by the reporting person, in sales that occurred on November 18, 2009 and November 19, 2009, overstated by 500 shares the number of shares owned by BOCAP Corp.

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following the reported transactions due to a subtraction error that appears in the first two rows of Column 5 of Table I. Subsequent Forms 4 filed by the reporting person on January 13, 2010, March 16, 2010 and March 22, 2010 continued the same 500 share error in Column 5 of Table 1. (Continued Below.)

- (Continuation from Footnote 1) Subsequent Forms 4 filed by the reporting person on June 16, 2010 and July 14, 2010, which reported transactions that occurred after the stock split referenced in footnote 3 of this Form 4 continued the same 750 (split adjusted) share error
- (2) in Column 5 of Table 1. As a consequence, 1,671,000 shares, rather than 1,670,250 (reflecting the correct number of shares beneficially owned), were reported as owned by BOCAP Corp. in the Form 4 filed on July 14, 2010, after which the reporting person's reporting obligations under Section 16 of the Exchange Act of 1934, as amended, terminated.
- (3) On or about April 30, 2010, the Company effected a three-for-two stock split (effected as a stock dividend), resulting in the reporting person receiving 321,200 additional shares of common stock and BOCAP Corp. receiving 556,750 additional shares of common stock.
- This total reflects the effect of (a) a May 31, 2011 three-for-two stock split (effected as a stock dividend), which resulted in the reporting person receiving 181,800 additional shares of common stock and BOCAP Corp. receiving 735,125 additional shares of common stock,
- (4) (b) sales of an aggregate of 400,000 shares of common stock by BOCAP Corp. and (c) pursuant to the terms of the Steven H. Madden July 2010 Grantor Retained Annuity Trust (the "GRAT"), the reporting person's receipt of 168,804 shares of common stock as an annuity payment made by the trustee of the GRAT, all of which occurred after the date of the reporting person's last Form 4.
- (5) BOCAP Corp. is a corporation wholly owned by the reporting person.

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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