

MADDEN STEVEN  
Form 4  
May 09, 2005

**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)

05/06/2005

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)

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 ("Common Stock") | 05/06/2005                           |  | X                              |   | 20,000  | A  | \$ 5.5 <sup>(1)</sup>             |
| Common Stock  | 05/06/2005                           |  | X                              |   | 30,000  | A  | \$ 5.5 <sup>(2)</sup>             |
|   |                                      |  |                                |   | 1,754,000 <sup>(3)</sup>  | D <sup>(3)</sup>   |                                   |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Options                     | \$ 5.5   | 05/06/2005                           |  | X                              | 20,000  | 06/01/1997   | 05/31/2005  | Common Stock | 20,000                     |
| Employee Stock Options                     | \$ 5.5   | 05/06/2005                           |  | X                              | 30,000  | <u>(4)</u>   | 05/31/2005  | Common Stock | 30,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MADDEN STEVEN<br>C/O STEVEN MADDEN, LTD.<br>52-16 BARNETT AVENUE<br>LONG ISLAND CITY, NY 11104 |               | X         |         |       |

## Signatures

Steven Madden  
05/09/2005

\_\_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) On May 6, 2005, the Reporting Person exercised options to purchase 20,000 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person on June 31, 1995.
- (2) On May 6, 2005, the Reporting Person exercised options to purchase 30,000 shares of Common Stock at an exercise price of \$5.50 per share, which options had been previously granted to the Reporting Person on January 12, 1998.

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- (3) As of May 6, 2005 (after giving effect to the transaction reported on this Form 4), the Reporting Person held 455,000 shares of Common Stock directly and held options to purchase 490,000 shares of Common Stock. In addition, BOCAP, a corporation wholly-owned by the Reporting Person, held 809,000 shares of Common Stock.
- (4) The options became exercisable at a rate of 7,500 per quarter beginning on June 1, 1997 and were fully exercisable on March 3, 1998.

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.