

Edgar Filing: STEVEN MADDEN, LTD. - Form SC 13D/A

STEVEN MADDEN, LTD.  
Form SC 13D/A  
August 12, 2005

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

SCHEDULE 13D  
(Rule 13d-101)  
(Amendment No. 8)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Steven Madden Ltd.  
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(Name of Issuer)

Common Stock, par value \$0.0001 per share  
-----

(Title of Class of Securities)

556269108  
-----

(CUSIP Number)

Mr. James A. Mitarotonda  
c/o Barington Companies Equity Partners, L.P.  
888 Seventh Avenue, 17th Floor  
New York, NY 10019  
(212) 974-5700  
-----

(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

August 10, 2005  
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(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: .

SCHEDULE 13D

CUSIP No. 556269108  
-----

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Equity Partners, L.P. 13-4088890
- 
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

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(b)

|   |                                      |
|---|--------------------------------------|
| 3) SEC USE ONLY   |                                      |
| 4) SOURCE OF FUNDS  | WC                                   |
| 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/> |                                      |
| 6) CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |                                      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH                              | 7) SOLE VOTING POWER<br>252,698      |
|   | 8) SHARED VOTING POWER<br>none       |
|   | 9) SOLE DISPOSITIVE POWER<br>252,698 |
|   | 10) SHARED DISPOSITIVE POWER<br>none |
| 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>252,698   |                                      |
| 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                  |                                      |
| 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>1.89%   |                                      |
| 14) TYPE OF REPORTING PERSON<br>PN  |                                      |

SCHEDULE 13D

CUSIP No. 556269108  
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|   |            |
|---|------------|
| 1) NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Barrington Companies Investors, LLC     | 13-4126527 |
| 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |            |
| 3) SEC USE ONLY   |            |
| 4) SOURCE OF FUNDS  | OO         |
| 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>         |            |
| 6) CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware   |            |
| 7) SOLE VOTING POWER  |            |

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|   |   |                                   |
|---|---|-----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 252,698   |                                   |
|   | 8)  | SHARED VOTING POWER<br>none       |
|   | 9)  | SOLE DISPOSITIVE POWER<br>252,698 |
|   | 10)   | SHARED DISPOSITIVE POWER<br>none  |
| 11)   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>252,698                           |                                   |
| 12)   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/> |                                   |
| 13)   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>1.89%                                       |                                   |
| 14)   | TYPE OF REPORTING PERSON<br>OO  |                                   |

SCHEDULE 13D

CUSIP No. 556269108  
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|   |  |   |
|---|--|---|
| 1)  | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Barington Companies Offshore Fund, Ltd. (BVI) |   |
| 2)  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3)  | SEC USE ONLY   |   |
| 4)  | SOURCE OF FUNDS  | WC  |
| 5)  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><input type="checkbox"/>            |   |
| 6)  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>British Virgin Islands   |   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7)   | SOLE VOTING POWER<br>44,551   |
|   | 8)   | SHARED VOTING POWER<br>none   |
|   | 9)   | SOLE DISPOSITIVE POWER<br>44,551  |
|   | 10)  | SHARED DISPOSITIVE POWER<br>none  |
| 11)   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>44,551   |   |

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12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.33%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barrington Companies Advisors, LLC 20-0327470

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|  |                                      |
|--|--------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>44,551       |
|  | 8) SHARED VOTING POWER<br>none       |
|  | 9) SOLE DISPOSITIVE POWER<br>44,551  |
|  | 10) SHARED DISPOSITIVE POWER<br>none |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
44,551

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.33%

14) TYPE OF REPORTING PERSON  
IA, OO

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SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barrington Capital Group, L.P. 13-3635132

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

7) SOLE VOTING POWER  
NUMBER OF SHARES 297,249

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH none

9) SOLE DISPOSITIVE POWER  
REPORTING PERSON 297,249

10) SHARED DISPOSITIVE POWER  
WITH none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
297,249

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.2%

14) TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
LNA Capital Corp. 13-3635168

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

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|  |   |                                   |
|--|---|-----------------------------------|
| 4)   | SOURCE OF FUNDS   | OO                                |
| 5)   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>          |
| 6)   | CITIZENSHIP OR PLACE OF ORGANIZATION  | Delaware                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7)  | SOLE VOTING POWER<br>297,249      |
|  | 8)  | SHARED VOTING POWER<br>none       |
|  | 9)  | SOLE DISPOSITIVE POWER<br>297,249 |
|  | 10)   | SHARED DISPOSITIVE POWER<br>none  |
| 11)  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 297,249                           |
| 12)  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                   | <input type="checkbox"/>          |
| 13)  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                      | 2.2%                              |
| 14)  | TYPE OF REPORTING PERSON  | CO                                |

SCHEDULE 13D

CUSIP No. 556269108

|   |   |   |
|---|---|---|
| 1)  | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON           | James Mitarotonda   |
| 2)  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3)  | SEC USE ONLY  |   |
| 4)  | SOURCE OF FUNDS   | OO  |
| 5)  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>  |
| 6)  | CITIZENSHIP OR PLACE OF ORGANIZATION  | United States   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH | 7)  | SOLE VOTING POWER<br>297,249  |
|   | 8)  | SHARED VOTING POWER<br>none   |

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|                       |   |                                   |
|-----------------------|---|-----------------------------------|
| REPORTING PERSON WITH | 9)  | SOLE DISPOSITIVE POWER<br>297,249 |
|                       | 10)   | SHARED DISPOSITIVE POWER<br>none  |
| <hr/>                 |   |                                   |
| 11)                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>297,249                           |                                   |
| <hr/>                 |   |                                   |
| 12)                   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/> |                                   |
| <hr/>                 |   |                                   |
| 13)                   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>2.2%  |                                   |
| <hr/>                 |   |                                   |
| 14)                   | TYPE OF REPORTING PERSON<br>IN  |                                   |

SCHEDULE 13D

CUSIP No. 556269108  
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|   |   |   |                              |
|---|---|---|------------------------------|
| 1)  | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Parche, LLC      |   | 20-0870632                   |
| <hr/>   |   |   |                              |
| 2)  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> | (b) <input type="checkbox"/> |
| <hr/>   |   |   |                              |
| 3)  | SEC USE ONLY  |   |                              |
| <hr/>   |   |   |                              |
| 4)  | SOURCE OF FUNDS   | WC                                      |                              |
| <hr/>   |   |   |                              |
| 5)  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)           |   | <input type="checkbox"/>     |
| <hr/>   |   |   |                              |
| 6)  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |   |                              |
| <hr/>   |   |   |                              |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7)  | SOLE VOTING POWER<br>56,160             |                              |
|   | 8)  | SHARED VOTING POWER<br>none             |                              |
|   | 9)  | SOLE DISPOSITIVE POWER<br>56,160        |                              |
|   | 10)   | SHARED DISPOSITIVE POWER<br>none        |                              |
| <hr/>   |   |   |                              |
| 11)   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>56,160                            |   |                              |
| <hr/>   |   |   |                              |
| 12)   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/> |   |                              |
| <hr/>   |   |   |                              |
| 13)   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |   |                              |

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0.4%

14) TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Starboard Value & Opportunity Fund, LLC 37-1484524

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|  |     |                                   |
|--|-----|-----------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7)  | SOLE VOTING POWER<br>294,837      |
|  | 8)  | SHARED VOTING POWER<br>none       |
|  | 9)  | SOLE DISPOSITIVE POWER<br>294,837 |
|  | 10) | SHARED DISPOSITIVE POWER<br>none  |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
294,837

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.2%

14) TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 556269108  
-----

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Admiral Advisors, LLC 37-1484525

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

|  |                                      |
|--|--------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>350,997      |
|  | 8) SHARED VOTING POWER<br>none       |
|  | 9) SOLE DISPOSITIVE POWER<br>350,997 |
|  | 10) SHARED DISPOSITIVE POWER<br>none |

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
350,997

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.63%

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14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ramius Capital Group, LLC 13-3937658

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

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|  |   |
|--|---|
| 6)   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>350,997   |
|  | 8) SHARED VOTING POWER<br>none  |
|  | 9) SOLE DISPOSITIVE POWER<br>350,997  |
|  | 10) SHARED DISPOSITIVE POWER<br>none  |
| 11)  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>350,997                           |
| 12)  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/> |
| 13)  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>2.63%                                       |
| 14)  | TYPE OF REPORTING PERSON<br>IA, OO  |

SCHEDULE 13D

CUSIP No. 556269108  
-----

|  |   |   |
|--|---|---|
| 1)   | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>C4S & Co., LLC | 13-3946794  |
| 2)   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3)   | SEC USE ONLY  |   |
| 4)   | SOURCE OF FUNDS   | OO  |
| 5)   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO<br>ITEMS 2(d) OR 2(e)      | <input type="checkbox"/>  |
| 6)   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>350,997   |   |
|  | 8) SHARED VOTING POWER<br>none  |   |
|  | 9) SOLE DISPOSITIVE POWER<br>350,997  |   |
|  |   |   |

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10) SHARED DISPOSITIVE POWER  
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
350,997

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.63%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Peter A. Cohen

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF 7) SOLE VOTING POWER  
SHARES none

BENEFICIALLY 8) SHARED VOTING POWER  
OWNED BY 350,997

EACH 9) SOLE DISPOSITIVE POWER  
REPORTING none  
PERSON

WITH 10) SHARED DISPOSITIVE POWER  
350,997

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
350,997

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.63%

14) TYPE OF REPORTING PERSON

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IN

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Morgan B. Stark

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

|  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>none            |
|  | 8) SHARED VOTING POWER<br>350,997       |
|  | 9) SOLE DISPOSITIVE POWER<br>none       |
|  | 10) SHARED DISPOSITIVE POWER<br>350,997 |

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
350,997

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.63%

---

14) TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Jeffrey M. Solomon

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|  |   |   |                              |
|--|---|---|------------------------------|
| 2)   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> | (b) <input type="checkbox"/> |
| <hr/>  |   |   |                              |
| 3)   | SEC USE ONLY  |   |                              |
| <hr/>  |   |   |                              |
| 4)   | SOURCE OF FUNDS   | OO                                      |                              |
| <hr/>  |   |   |                              |
| 5)   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)           | <input type="checkbox"/>                |                              |
| <hr/>  |   |   |                              |
| 6)   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States   |   |                              |
| <hr/>  |   |   |                              |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7)  | SOLE VOTING POWER                       | none                         |
|  | <hr/>   |   |                              |
|  | 8)  | SHARED VOTING POWER                     | 350,997                      |
|  | <hr/>   |   |                              |
| 9)   | SOLE DISPOSITIVE POWER  | none                                    |                              |
| <hr/>  |   |   |                              |
| 10)  | SHARED DISPOSITIVE POWER  | 350,997                                 |                              |
| <hr/>  |   |   |                              |
| 11)  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>350,997                           |   |                              |
| <hr/>  |   |   |                              |
| 12)  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/> |   |                              |
| <hr/>  |   |   |                              |
| 13)  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>2.63%                                       |   |                              |
| <hr/>  |   |   |                              |
| 14)  | TYPE OF REPORTING PERSON<br>IN  |   |                              |
| <hr/>  |   |   |                              |

SCHEDULE 13D

CUSIP No. 556269108  
-----

|       |  |   |                              |
|-------|--|---|------------------------------|
| 1)    | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Thomas W. Strauss |   |                              |
| <hr/> |  |   |                              |
| 2)    | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/> | (b) <input type="checkbox"/> |
| <hr/> |  |   |                              |
| 3)    | SEC USE ONLY   |   |                              |
| <hr/> |  |   |                              |
| 4)    | SOURCE OF FUNDS  | OO                                      |                              |
| <hr/> |  |   |                              |
| 5)    | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)            | <input type="checkbox"/>                |                              |
| <hr/> |  |   |                              |
| 6)    | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States  |   |                              |

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|   |     |                                     |
|---|-----|-------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH                | 7)  | SOLE VOTING POWER<br>none           |
|   | 8)  | SHARED VOTING POWER<br>350,997      |
|   | 9)  | SOLE DISPOSITIVE POWER<br>none      |
|   | 10) | SHARED DISPOSITIVE POWER<br>350,997 |
| 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>350,997                           |     |                                     |
| 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="checkbox"/> |     |                                     |
| 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>2.63%                                       |     |                                     |
| 14) TYPE OF REPORTING PERSON<br>IN  |     |                                     |

SCHEDULE 13D

CUSIP No. 556269108  
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|  |   |   |
|--|---|---|
| 1)   | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>RJG Capital Partners, LP | 20-0133443  |
| 2)   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3)   | SEC USE ONLY  |   |
| 4)   | SOURCE OF FUNDS   | WC  |
| 5)   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO<br>ITEMS 2(d) OR 2(e)                | <input type="checkbox"/>  |
| 6)   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7)  | SOLE VOTING POWER<br>5,700  |
|  | 8)  | SHARED VOTING POWER<br>none   |
|  | 9)  | SOLE DISPOSITIVE POWER<br>5,700   |
|  | 10)   | SHARED DISPOSITIVE POWER<br>none  |

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- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,700
- 
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.043%
- 
- 14) TYPE OF REPORTING PERSON  
PN
- 

SCHEDULE 13D

CUSIP No. 556269108  
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- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
RJG Capital Management, LLC 20-0027325
- 
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
- 
- 3) SEC USE ONLY
- 
- 4) SOURCE OF FUNDS OO
- 
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)
- 
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- 
- |  |     |                                  |
|--|-----|----------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7)  | SOLE VOTING POWER<br>5,700       |
|  | 8)  | SHARED VOTING POWER<br>none      |
|  | 9)  | SOLE DISPOSITIVE POWER<br>5,700  |
|  | 10) | SHARED DISPOSITIVE POWER<br>none |
- 

- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,700
- 
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.043%
- 
- 14) TYPE OF REPORTING PERSON  
OO
-

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SCHEDULE 13D

CUSIP No. 556269108  
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|  |   |   |
|--|---|---|
| 1)   | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Ronald Gross |   |
| 2)   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3)   | SEC USE ONLY  |   |
| 4)   | SOURCE OF FUNDS   | OO  |
| 5)   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)       | <input type="checkbox"/>  |
| 6)   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States   |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7)  | SOLE VOTING POWER<br>5,700  |
|  | 8)  | SHARED VOTING POWER<br>none   |
|  | 9)  | SOLE DISPOSITIVE POWER<br>5,700   |
|  | 10)   | SHARED DISPOSITIVE POWER<br>none  |
| 11)  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                  | 5,700   |
| 12)  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                         | <input type="checkbox"/>  |
| 13)  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  | 0.043%  |
| 14)  | TYPE OF REPORTING PERSON  | IN  |

This Amendment No. 8 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on July 30, 2004, as amended by that certain Amendment No. 1 filed on November 12, 2004, that certain Amendment No. 2 filed on November 18, 2004, that certain Amendment No. 3 filed on December 13, 2004, that certain Amendment No. 4 filed on December 20, 2004, that certain Amendment No. 5 filed on January 3, 2005, that certain Amendment No. 6 filed on February 3, 2005 and that certain Amendment No. 7 filed on July 22, 2005 (together, the "Statement"), by and on behalf of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, Parche, LLC, Starboard Value &

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Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, RJG Capital Partners, L.P., RJG Capital Management, LLC, and Ronald Gross (each, a "Reporting Entity" and, collectively, the "Reporting Entities") with respect to the common stock, par value \$0.0001 per share, of Steven Madden, Ltd., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 52-16 Barnett Avenue, Long Island City, New York 11104.

Item 2. Identity and Background.  
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The second paragraph of Item 2(a)-(c) of the Statement is hereby amended and restated as follows:

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 653,946 shares of Common Stock, representing approximately 4.89% of the shares of Common Stock presently outstanding.

Item 5. Interest in Securities of the Issuer.  
-----

Items 5(a) - (c) of the Statement are hereby amended and restated as follows:

(a) As of the date hereof, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 252,698 shares of Common Stock, representing approximately 1.89% of the shares of Common Stock presently outstanding based upon the 13,359,567 shares of Common Stock reported by the Company to be issued and outstanding as of August 3, 2005 in its Form 10-Q filed with the Securities and Exchange Commission on August 8, 2005 (the "Issued and Outstanding Shares"). As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 252,698 shares of Common Stock owned by Barington Companies Equity Partners, L.P.

As of the date hereof, Barington Companies Offshore Fund, Ltd. (BVI) beneficially owns 44,551 shares of Common Stock, constituting approximately 0.33% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd. (BVI),

Barington Companies Advisors, LLC may be deemed to beneficially own the 44,551 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI), constituting approximately 0.33% of the Issued and Outstanding Shares. As the Managing Member of Barington Companies Advisors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 44,551 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI). As the majority member of Barington Companies Investors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 252,698 shares of Common Stock owned by Barington Companies Equity Partners, L.P., representing an aggregate of 297,249 shares, constituting approximately 2.2% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 252,698 shares owned by Barington Companies Equity Partners, L.P. and the 44,551 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 297,249 shares, constituting approximately 2.2% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 252,698 shares owned by Barington Companies Equity Partners, L.P. and the 44,551 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 297,249 shares, constituting approximately 2.2% of the Issued and Outstanding Shares. Mr.

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Mitarotonda has sole voting and dispositive power with respect to the 252,698 shares owned by Barington Companies Equity Partners, L.P. and the 44,551 shares owned by Barington Companies Offshore Fund, Ltd. (BVI) by virtue of his authority to vote and dispose of such shares. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date hereof, each of Parche, LLC and Starboard Value & Opportunity Fund, LLC beneficially own 56,160 shares and 294,837 shares of Common Stock, respectively, constituting approximately 0.4% and 2.2%, respectively, of the Issued and Outstanding Shares. As the Managing Member of each of Parche, LLC and Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 56,160 shares and the 294,837 shares, respectively, of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, representing an aggregate of 350,997 shares, constituting approximately 2.63% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, LLC may be deemed to beneficially own the 56,160 shares and the 294,837 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 350,997 shares, constituting approximately 2.63% of the Issued and Outstanding Shares. As the Managing Member of Ramius Capital Group, LLC, C4S & Co., LLC may be deemed to beneficially own the 56,160 shares and the 294,837 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 350,997 shares, constituting approximately 2.63% of the Issued and Outstanding Shares. As the Managing Members of C4S & Co., LLC, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 56,160 shares and the 294,837 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 350,997 shares, constituting approximately 2.63% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 56,160 shares and the 294,837 shares, owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares.

As of the date hereof, RJG Capital Partners, L.P. beneficially owns 5,700 shares of Common Stock, constituting approximately 0.043% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 5,700 shares owned by RJG Capital Partners, L.P., constituting approximately 0.043% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 5,700 shares owned by RJG Capital Partners, L.P., constituting approximately 0.043% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 5,700 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

With the filing of this Amendment No. 8, the Reporting Entities cease to be subject to beneficial ownership filing requirements under Section 13 of the

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Securities Exchange Act of 1934, as amended, as their beneficial ownership of Common Stock is now below 5%.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of its respective positions as described in paragraph (a), with the exception of Messrs. Cohen, Stark, Solomon and Strauss, who have shared authority to vote and dispose of the shares reported as beneficially owned by them. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares. With the exception of Messrs. Cohen, Stark, Solomon and Strauss, each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership.

(c) No person identified in Item 2 hereof has effected any transaction in shares of such Common Stock since the filing of the Statement, except to the extent disclosed on the Schedule attached hereto.

SIGNATURES

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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: August 11, 2005

BARINGTON COMPANIES EQUITY PARTNERS, L.P.  
By: Barington Companies Investors, LLC,  
its general partner

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Managing Member

/s/ James A. Mitarotonda

-----  
James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE FUND, LTD.  
(BVI)

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By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: President

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general  
partner

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: President and CEO

PARCHE, LLC

By: Admiral Advisors, LLC, its managing  
member

By: /s/ Jeffrey M. Solomon

-----  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

STARBOARD VALUE & OPPORTUNITY FUND, LLC

By: Admiral Advisors, LLC, its managing  
member

By: /s/ Jeffrey M. Solomon

-----  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

ADMIRAL ADVISORS, LLC

By: Ramius Capital Group, LLC, its  
sole member

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By: /s/ Jeffrey M. Solomon

-----  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

RAMIUS CAPITAL GROUP, LLC  
By: C4S & Co., LLC, its Managing Member

By: /s/ Jeffrey M. Solomon

-----  
Name: Jeffrey M. Solomon  
Title: Managing Member

C4S & CO., LLC

By: /s/ Jeffrey M. Solomon

-----  
Name: Jeffrey M. Solomon  
Title: Managing Member

/s/ Jeffrey M. Solomon

-----  
Jeffrey M. Solomon, individually and as  
attorney-in-fact for Peter A. Cohen,  
Morgan B. Stark, and Thomas W. Strauss

RJG CAPITAL PARTNERS, L.P.

By: RJG Capital Management, LLC, its  
general partner

By: /s/ Ronald J. Gross

-----  
Name: Ronald J. Gross  
Title: Managing Member

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

-----  
Name: Ronald J. Gross  
Title: Managing Member

/s/ Ronald J. Gross

-----  
Ronald J. Gross

SCHEDULE

This schedule sets forth information with respect to each transaction of

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Common Stock which was effectuated by a Reporting Entity since the filing of the statement. All transactions were effectuated in the open market through a broker.

Shares sold by Barington Companies Equity Partners, L.P.

| Date      | Number of<br>Shares | Price Per Share | Proceeds (1)  |
|-----------|---------------------|-----------------|---------------|
| -----     | -----               | -----           | -----         |
| 8/10/2005 | (5,989)             | 24.1091         | \$ 144,389.40 |

-----

(1) Excludes commissions and other execution-related costs.

Shares sold by Barington Companies Offshore Fund, Ltd.

| Date      | Number of<br>Shares | Price Per Share | Proceeds (2) |
|-----------|---------------------|-----------------|--------------|
| -----     | -----               | -----           | -----        |
| 8/10/2005 | (1,060)             | 24.1091         | \$ 25,555.65 |

-----

(2) Excludes commissions and other execution-related costs.

Shares transacted by Parche, LLC

| Date      | Number of<br>Shares | Price Per Share | Proceeds (3) |
|-----------|---------------------|-----------------|--------------|
| -----     | -----               | -----           | -----        |
| 8/10/2005 | (1,336)             | 24.1091         | \$ 32,209.76 |

-----

(3) Excludes commissions and other execution-related costs.

Shares transacted by Starboard Value & Opportunity Fund, LLC

| Date      | Number of<br>Shares | Price Per Share | Proceeds (4)  |
|-----------|---------------------|-----------------|---------------|
| -----     | -----               | -----           | -----         |
| 8/10/2005 | (7,015)             | 24.1091         | \$ 169,125.34 |

-----

(4) Excludes commissions and other execution-related costs.