

VARELA AMELIA  
Form 4/A  
January 07, 2010

**FORM 4**

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

OMB APPROVAL

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**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 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)

09/08/2005

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

05/31/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP of Wholesale and Retail

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.0001 per share	09/08/2005		S		10,000	D	\$ 23.3606
Common Stock, par value \$0.0001 per share	03/15/2006		S		10,000	D	\$ 33.047 0
Common Stock, par value \$0.0001 per share	05/26/2006		A		30,000 <sup>(1)</sup>	D	\$ 0 30,000 <sup>(2)</sup>

value \$0.0001 per share Common Stock, par value	11/08/2006	M	34,500	A	\$ 12.313	64,500	D
\$0.0001 per share Common Stock, par value	11/08/2006	S	34,500	D	\$ 39.013	30,000	D
\$0.0001 per share Common Stock, par value	09/15/2008	S	7,500	D	\$ 27.631	22,500	D
\$0.0001 per share Common Stock, par value	09/17/2008	S	7,500	D	\$ 27.44	15,000	D
\$0.0001 per share Common Stock, par value	12/17/2009	S	6,300	D	\$ 40.4515	8,700	D
\$0.0001 per share Common Stock, par value	12/17/2009	S	1,200	D	\$ 40.31	7,500	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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Security				(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)					
Stock Option (right to buy)	\$ 12.313 (3)	07/06/2005	A	34,500 (3)		07/06/2006	07/06/2015	Common Stock	34,500
Stock Option (right to buy)	\$ 12.313 (3)	11/08/2006	M	34,500 (3)		07/06/2006	07/06/2015	Common Stock	34,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARELA AMELIA C/O STEVEN MADDEN, LTD. 52-16 BARNETT AVENUE LONG ISLAND CITY,, NY 11104			EVP of Wholesale and Retail	

## Signatures

/s/Amelia Varela                      01/07/2010  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Reflects restricted stock approved for grant on March 26, 2006 under the Steven Madden, Ltd. Stock Incentive Plan (the "Plan"), which stock vests in four equal annual installments of 7,500 shares commencing on the first anniversary of the grant date, March 26, 2007, and continuing to vest on each anniversary of the grant date thereafter subject to forfeiture pursuant to the terms of the Plan.
  - (2) This Form 4 amends a Form 4 filed by the reporting person on May 31, 2006, which erroneously reported that the number of securities beneficially owned following the reported transaction was 60,000 rather than 30,000 (Table I - Column 5). This error has been corrected above.
  - (3) On July 6, 2005, the reporting person received an option to purchase 23,000 shares at an exercise price of \$18.47. The exercise price and the number of shares of common stock underlying the option were adjusted as a result of a 3-for-2 stock dividend paid to all stockholders of record on May 11, 2006.

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.