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MADDEN STEVEN LTD  
Form DEFA14A  
May 21, 2004

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. 1)

- Filed by Registrant  
 Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Under Rule 14a-12

STEVEN MADDEN, LTD.

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:  
N/A  
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- 2) Aggregate number of securities to which transaction applies:  
N/A  
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- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined.):  
N/A  
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- 4) Proposed maximum aggregate value of transaction:  
N/A  
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5) Total fee paid:

N/A  
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[ ] Fee paid previously with preliminary materials:

N/A  
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[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

1) Amount Previously Paid:

N/A  
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2) Form, Schedule or Registration Statement No.:

N/A  
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3) Filing Party:

N/A  
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4) Date Filed:

N/A  
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Set forth below is the text of a letter sent by Steven Madden, Ltd. to FMR Corp. on May 20, 2004.

[Letterhead of Steven Madden, Ltd.]

May 20, 2004

FMR Corp.  
82 Devonshire Street  
Boston, MA 02109  
Attn: Eric Roiter, General Counsel

Re: Steven Madden, Ltd.

Dear Mr. Roiter,

This will confirm my conversation with Robert McCormick this afternoon during which I agreed that the management of Steven Madden, Ltd. (the "Company") will request that the board of directors of the Company consider amending the Company's 1999 Stock Plan to provide that no material amendments will be made to

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such plan without stockholder approval.

Sincerely,

/s/ JAMIESON A. KARSON

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Jamieson A. Karson  
Vice Chairman and Chief Executive Officer