

STEVEN MADDEN, LTD.
Form 3
September 14, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Frieders Karla</p> <p>(Last) (First) (Middle)</p> <p>C/O STEVEN MADDEN, LTD.,Â 52-16 BARNETT AVENUE</p> <p>(Street)</p> <p>LONG ISLAND CITY,Â NYÂ 11104</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/04/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>STEVEN MADDEN, LTD. [SHOO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Merchandising Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|---|--|
| Common Stock, par value \$0.0001 per share | 63,440 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right to Buy) | Â (6) | 01/02/2020 | Common Stock | 60,000 | \$ 28.18 | D | Â |
| Stock Option (Right to Buy) | Â (7) | 02/01/2018 | Common Stock | 67,500 | \$ 16.96 | D | Â |
| Stock Option (Right to Buy) | Â (8) | 04/01/2016 | Common Stock | 33,750 | \$ 5.56 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Frieders Karla C/O STEVEN MADDEN, LTD. 52-16 BARNETT AVENUE LONG ISLAND CITY, NY 11104 | Â | Â | Â Chief Merchandising Officer | Â |

Signatures

/s/ Karla Frieders 09/14/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes an aggregate of 34,643 restricted shares of common stock of Steven Madden, Ltd. (the "Company") awarded to the reporting person under the Steven Madden, Ltd. 2006 Stock Incentive Plan (the "Plan"), in each case subject to forfeiture pursuant to the terms of the Plan, as described in footnotes (2), (3), (4) and (5) hereof.
 - (2) Grant Date: March 2, 2015 - Vesting: Five (5) substantially equal annual installments on each of March 2, 2016, March 2, 2017, March 2, 2018, March 2, 2019 and March 2, 2020 - Restricted Shares: 20,758
 - (3) Grant Date: March 17, 2014 - Vesting: Five (5) substantially equal annual installments on each of March 5, 2015, March 5, 2016, March 5, 2017, March 5, 2018 and March 5, 2019 - Restricted Shares: 4,399
 - (4) Grant Date: March 15, 2013 - Vesting: Five (5) substantially equal annual installments on each of March 15, 2014, March 15, 2015, March 15, 2016, March 15, 2017 and March 15, 2018 - Restricted Shares: 3,978
 - (5) Grant Date: March 14, 2012 - Vesting: Five (5) substantially equal annual installments on each of January 5, 2013, January 5, 2014, January 5, 2015, January 5, 2016 and January 5, 2017 - Restricted Shares: 5,508
 - (6) The option was granted to the reporting person under the Plan on January 2, 2013 and is exercisable in four (4) equal annual installments commencing on the first anniversary of the grant date. The first and second installments became exercisable on January 2, 2014 and January 2, 2015, respectively, and the next two installments will become exercisable on January 2, 2016 and January 2, 2017.
 - (7) The option was granted to the reporting person under the Plan on February 1, 2011 and became fully vested on February 1, 2015.
 - (8) The option was granted to the reporting person under the Plan on April 1, 2009 and became fully vested on April 1, 2013.

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Remarks:

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Exhibit 24 - Power of Attorney dated September 14, 2015 by Karla Frieders

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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