MADDEN STEVEN

Form 4

August 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

| 1. Name and Address of Reporting Person * MADDEN STEVEN | | | 2. Issuer Name and Ticker or Trading Symbol STEVEN MADDEN, LTD. [SHOO] | | | | | 00] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|--|--|---|---|----|--|--|--------|--|--|---|--|
| | (First) (First | | 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2012 | | | | (Check all applicable) Director X 10% Owner Officer (give title Other (specify below) | | | | | |
| (Street) 4. If A | | | | If Amendment, Date Original led(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transa Code (Instr. a | 8) | 4. Securitie n(A) or Disp (Instr. 3, 4 a | osed o | of (D) | 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) | |
| Stock, par value \$0.0001 per share | 08/01/2012 | | | G <u>(1)</u> | V | 169,046 | A | \$0 | 3,096,127 | D | | |
| Common Stock, par value \$0.0001 per share | | | | | | | | | 1,805,375 | I | By BOCAP Corp. (2) | |

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

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SEC 1474 (9-02)

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amoun | it of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | Ì |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | 1 | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | | | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MADDEN STEVEN C/O STEVEN MADDEN, LTD. 52-16 BARNETT AVENUE LONG ISLAND CITY,, NY 11104

X

Signatures

/s/ Arvind Dharia, Attorney-in-Fact for Steven Madden

08/03/2012

**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).
 - As previously reported by the reporting person, on July 12, 2010, the reporting person contributed these shares to a grantor retained annuity trust, the Steven H. Madden July 2010 Grantor Retained Annuity Trust, dated July 12, 2010 (the "GRAT"), between the reporting
- (1) person, as Grantor, and an independent party, as Trustee, which was created by the reporting person for the benefit of himself and his two children. On August 1, 2012, the reporting person received 169,046 shares of common stock of the Company as an annuity payment made by the trustee of the GRAT.
- (2) BOCAP Corp. is a corporation wholly owned by the reporting person.

Remarks:

Reporting Owners 2

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Exhibit List:

Exhibit 24 - Power of Attorney dated July 11, 2012 by Steven Madden

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.