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MADDEN STEVEN LTD
Form 8-K
May 21, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: May 20, 2004

STEVEN MADDEN, LTD.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------------|--|
| Delaware | 0-23702 | 13-3588231 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification Number) |

| | |
|---|---------------------|
| 52-16 Barnett Avenue, Long Island City, New York | 11104 |
| ----- (Address of principal executive offices) | ----- (Zip Code) |

Registrant's telephone number, including area code: (718) 446-1800

Item 7(c). Exhibits.

99.1 Letter from Steven Madden, Ltd. to FMR Corp. dated
May 20, 2004.

Item 9. Regulation FD Disclosure.

On May 20, 2004, Steven Madden, Ltd. (the "Company") sent a letter to FMR Corp., one of the Company's stockholders, providing that the Company's management 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 such plan without stockholder approval. A copy of the letter is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

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SIGNATURE

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STEVEN MADDEN, LTD.

By: /s/ ARVIND DHARIA

Name: Arvind Dharja
Title: Chief Financial Officer

Date: May 21, 2004

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