

Edgar Filing: BARINGTON CAPITAL GROUP L P - Form SC 13D/A

BARINGTON CAPITAL GROUP L P  
Form SC 13D/A  
July 25, 2005

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

SCHEDULE 13D  
(Rule 13d-101)  
(Amendment No. 7)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Steven Madden Ltd.  
-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
-----  
(Title of Class of Securities)

556269108  
-----  
(CUSIP Number)

Mr. James A. Mitarotonda  
c/o Barington Companies Equity Partners, L.P.  
888 Seventh Avenue, 17th Floor  
New York, NY 10019  
(212) 974-5700  
-----

(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

July 19, 2005  
-----  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: .

SCHEDULE 13D

CUSIP No. 556269108  
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- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Equity Partners, L.P. 13-4088890
- 
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

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(b)

3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	WC
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 258,687
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 258,687
	10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	258,687
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	1.99%
14)	TYPE OF REPORTING PERSON	PN

SCHEDULE 13D

CUSIP No. 556269108  
-----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Companies Investors, LLC	13-4126527
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	OO
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	7)	SOLE VOTING POWER

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	258,687	
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 258,687
	10)	SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	258,687	
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	_	
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	1.99%	
14) TYPE OF REPORTING PERSON	OO	

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Barington Companies Offshore Fund, Ltd. (BVI)		
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [x]	(b)  _
3) SEC USE ONLY		
4) SOURCE OF FUNDS	WC	
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	_	
6) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 45,611
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 45,611
	10)	SHARED DISPOSITIVE POWER none
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	45,611	

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12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.35%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 556269108  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Advisors, LLC 20-0327470

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 45,611
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 45,611
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
45,611

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.35%

14) TYPE OF REPORTING PERSON  
IA, OO

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SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Capital Group, L.P. 13-3635132

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 304,298
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 304,298
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
304,298

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.3%

14) TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 556269108  
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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
LNA Capital Corp. 13-3635168

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

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4)	SOURCE OF FUNDS	OO
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 304,298
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 304,298
	10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	304,298
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	2.3%
14)	TYPE OF REPORTING PERSON	CO

SCHEDULE 13D

CUSIP No. 556269108  
-----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	James Mitarotonda
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	OO
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION	United States
NUMBER OF SHARES BENEFICIALLY	7)	SOLE VOTING POWER 304,298
	8)	SHARED VOTING POWER

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OWNED BY EACH REPORTING PERSON WITH		none
	9)	SOLE DISPOSITIVE POWER 304,298
	10)	SHARED DISPOSITIVE POWER none
<hr/>		
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 304,298	
<hr/>		
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<hr/>		
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.3%	
<hr/>		
14)	TYPE OF REPORTING PERSON IN	

SCHEDULE 13D

CUSIP No. 556269108  
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1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Parche, LLC		20-0870632
<hr/>			
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
<hr/>			
3)	SEC USE ONLY		
<hr/>			
4)	SOURCE OF FUNDS	WC	
<hr/>			
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		<input type="checkbox"/>
<hr/>			
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
<hr/>			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 57,496	
	8)	SHARED VOTING POWER none	
	9)	SOLE DISPOSITIVE POWER 57,496	
	10)	SHARED DISPOSITIVE POWER none	
<hr/>			
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 57,496		
<hr/>			
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.4%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Starboard Value & Opportunity Fund, LLC 37-1484524

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 301,852
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 301,852
	10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
301,852

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.3%

14) TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 556269108



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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Admiral Advisors, LLC 37-1484525

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3) SEC USE ONLY

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4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 359,348
	8) SHARED VOTING POWER none
	9) SOLE DISPOSITIVE POWER 359,348
	10) SHARED DISPOSITIVE POWER none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
359,348

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.77%

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14) TYPE OF REPORTING PERSON  
OO

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SCHEDULE 13D

CUSIP No. 556269108

-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ramius Capital Group, LLC 13-3937658

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3) SEC USE ONLY

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4) SOURCE OF FUNDS OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 359,348
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 359,348
	10)	SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
359,348

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.77%

14) TYPE OF REPORTING PERSON  
IA, OO

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
C4S & Co., LLC 13-3946794

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7)	SOLE VOTING POWER 359,348
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER

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PERSON 359,348  
 WITH \_\_\_\_\_  
 10) SHARED DISPOSITIVE POWER  
 none

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 359,348

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12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 |\_ |

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 2.77%

---

14) TYPE OF REPORTING PERSON  
 OO

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SCHEDULE 13D

CUSIP No. 556269108  
 -----

1) NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Peter A. Cohen

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
 (b) |\_ |

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(d) OR 2(e) |\_ |

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

---

NUMBER OF 7) SOLE VOTING POWER  
 SHARES none  
 BENEFICIALLY 8) SHARED VOTING POWER  
 OWNED BY 359,348  
 EACH 9) SOLE DISPOSITIVE POWER  
 REPORTING none  
 PERSON  
 WITH 10) SHARED DISPOSITIVE POWER  
 359,348

---

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 359,348

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 |\_ |

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13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 2.77%

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14) TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Morgan B. Stark

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7) SOLE VOTING POWER  
none

8) SHARED VOTING POWER  
359,348

9) SOLE DISPOSITIVE POWER  
none

10) SHARED DISPOSITIVE POWER  
359,348

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
359,348

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.77%

14) TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Jeffrey M. Solomon

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

---

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER none
	8) SHARED VOTING POWER 359,348
	9) SOLE DISPOSITIVE POWER none
	10) SHARED DISPOSITIVE POWER 359,348

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
359,348

---

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.77%

---

14) TYPE OF REPORTING PERSON  
IN

---

SCHEDULE 13D

CUSIP No. 556269108  
-----

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Thomas W. Strauss

---

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

---

3) SEC USE ONLY

---

4) SOURCE OF FUNDS OO

---

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

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6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER none
	8)	SHARED VOTING POWER 359,348
	9)	SOLE DISPOSITIVE POWER none
	10)	SHARED DISPOSITIVE POWER 359,348
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 359,348		
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.77%		
14) TYPE OF REPORTING PERSON IN		

SCHEDULE 13D

CUSIP No. 556269108  
-----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON RJG Capital Partners, LP	20-0133443
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	WC
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 5,700
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 5,700
	10)	SHARED DISPOSITIVE POWER

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none

- 
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,700
- 
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.044%
- 
- 14) TYPE OF REPORTING PERSON  
PN
- 

SCHEDULE 13D

CUSIP No. 556269108  
-----

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
RJG Capital Management, LLC 20-0027325
- 
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
- 
- 3) SEC USE ONLY
- 
- 4) SOURCE OF FUNDS OO
- 
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)
- 
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- 
- |  |                                      |
|--|--------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>5,700        |
|  | 8) SHARED VOTING POWER<br>none       |
|  | 9) SOLE DISPOSITIVE POWER<br>5,700   |
|  | 10) SHARED DISPOSITIVE POWER<br>none |
- 
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,700
- 
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.044%
- 
- 14) TYPE OF REPORTING PERSON  
OO

Edgar Filing: BARINGTON CAPITAL GROUP L P - Form SC 13D/A

SCHEDULE 13D

CUSIP No. 556269108  
-----

1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ronald Gross	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3)	SEC USE ONLY	
4)	SOURCE OF FUNDS	OO
5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER 5,700
	8)	SHARED VOTING POWER none
	9)	SOLE DISPOSITIVE POWER 5,700
	10)	SHARED DISPOSITIVE POWER none
11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	5,700
12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.044%
14)	TYPE OF REPORTING PERSON	IN

This Amendment No. 7 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on July 30, 2004, as amended by that certain Amendment No. 1 filed on November 12, 2004, that certain Amendment No. 2 filed on November 18, 2004, that certain Amendment No. 3 filed on December 13, 2004, that certain Amendment No. 4 filed on December 20, 2004, that certain Amendment No. 5 filed on January 3, 2005 and that certain Amendment No. 6 filed on February 3, 2005 (together, the "Statement"), by and on behalf of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC,



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Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, Parche, LLC, Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, Thomas W. Strauss, RJG Capital Partners, L.P., RJG Capital Management, LLC, and Ronald Gross (each, a "Reporting Entity" and, collectively, the "Reporting Entities") with respect to the common stock, par value \$0.0001 per share, of Steven Madden, Ltd., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 52-16 Barnett Avenue, Long Island City, New York 11104.

### Item 2. Identity and Background.

The second paragraph of Item 2(a)-(c) of the Statement is hereby amended and restated as follows:

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 669,346 shares of Common Stock, representing approximately 5.15% of the shares of Common Stock presently outstanding.

### Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 41,826 shares of Common Stock. The amount of funds expended for such purchases was approximately \$144,800.00 by Barington Companies Equity Partners, L.P., \$69,058.53 by Barington Companies Offshore Fund, Ltd. (BVI), \$99,944.00 by Parche, LLC and \$524,706.00 by Starboard Value & Opportunity Fund, LLC.

All purchases of Common Stock by the Reporting Entities, as described in the preceding paragraph, were made in open market transactions. All transactions effected within the last 60 days are described in the Schedule attached hereto. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

### Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) of the Statement are hereby amended and restated as follows:

(a) As of the date hereof, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 258,687 shares of Common Stock, representing approximately 1.99% of

the shares of Common Stock presently outstanding based upon the 12,995,317 shares of Common Stock reported by the Company to be issued and outstanding as of May 5, 2005 in its Form 10-Q filed with the Securities and Exchange Commission on May 10, 2005 (the "Issued and Outstanding Shares"). As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 258,687 shares of Common Stock owned by Barington Companies Equity Partners, L.P.

As of the date hereof, Barington Companies Offshore Fund, Ltd. (BVI) beneficially owns 45,611 shares of Common Stock, constituting approximately 0.35% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd. (BVI), Barington Companies Advisors, LLC may be deemed to beneficially own the 45,611 shares of Common Stock owned by

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Barington Companies Offshore Fund, Ltd. (BVI), constituting approximately 0.35% of the Issued and Outstanding Shares. As the Managing Member of Barington Companies Advisors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 45,611 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI). As the majority member of Barington Companies Investors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 258,687 shares of Common Stock owned by Barington Companies Equity Partners, L.P., representing an aggregate of 304,298 shares, constituting approximately 2.3% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 258,687 shares owned by Barington Companies Equity Partners, L.P. and the 45,611 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 304,298 shares, constituting approximately 2.3% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 258,687 shares owned by Barington Companies Equity Partners, L.P. and the 45,611 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 304,298 shares, constituting approximately 2.3% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 258,687 shares owned by Barington Companies Equity Partners, L.P. and the 45,611 shares owned by Barington Companies Offshore Fund, Ltd. (BVI) by virtue of his authority to vote and dispose of such shares. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date hereof, each of Parche, LLC and Starboard Value & Opportunity Fund, LLC beneficially own 57,496 shares and 301,852 shares of Common Stock, respectively, constituting approximately 0.4% and 2.3%, respectively, of the Issued and Outstanding Shares. As the Managing Member of each of Parche, LLC and Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 57,496 shares and the 301,852 shares, respectively, of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, representing an aggregate of 359,348 shares, constituting approximately 2.77% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, LLC may be deemed to beneficially own the 57,496 shares and the 301,852 shares of Common Stock owned by Parche, LLC and Starboard Value &

Opportunity Fund, LLC, respectively, representing an aggregate of 359,348 shares, constituting approximately 2.77% of the Issued and Outstanding Shares. As the Managing Member of Ramius Capital Group, LLC, C4S & Co., LLC may be deemed to beneficially own the 57,496 shares and the 301,852 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 359,348 shares, constituting approximately 2.77% of the Issued and Outstanding Shares. As the Managing Members of C4S & Co., LLC, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 57,496 shares and the 301,852 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 359,348 shares, constituting approximately 2.77% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 57,496 shares and the 301,852 shares, owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares.

As of the date hereof, RJG Capital Partners, L.P. beneficially owns 5,700 shares of Common Stock, constituting approximately 0.044% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 5,700 shares owned

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by RJG Capital Partners, L.P., constituting approximately 0.044% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 5,700 shares owned by RJG Capital Partners, L.P., constituting approximately 0.044% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 5,700 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of its respective positions as described in paragraph (a), with the exception of Messrs. Cohen, Stark, Solomon and Strauss, who have shared authority to vote and dispose of the shares reported as beneficially owned by them. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares. With the exception of Messrs. Cohen, Stark, Solomon and Strauss, each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership.

(c) No person identified in Item 2 hereof has effected any transaction in shares of such Common Stock during the 60 days preceding the date hereof, except to the extent disclosed hereto.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Statement is hereby amended and supplemented as follows:

Exhibit No.	Exhibit Description
99.7	Power of attorney for Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon dated March 11, 2005.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2005

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

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By: Barington Companies Investors, LLC,  
its general partner

By: /s/ James A. Mitarotonda  
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Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

/s/ James A. Mitarotonda  
-----

James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE FUND, LTD.  
(BVI)

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general  
partner

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and CEO

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PARCHE, LLC

By: Admiral Advisors, LLC, its managing member

By: /s/ Jeffrey M. Solomon  
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Name: Jeffrey M. Solomon  
Title: Authorized Signatory

STARBOARD VALUE & OPPORTUNITY FUND, LLC

By: Admiral Advisors, LLC, its managing member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

ADMIRAL ADVISORS, LLC

By: Ramius Capital Group, LLC, its sole member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Authorized Signatory

RAMIUS CAPITAL GROUP, LLC

By: C4S & Co., LLC, its Managing Member

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Managing Member

C4S & CO., LLC

By: /s/ Jeffrey M. Solomon  
-----

Name: Jeffrey M. Solomon  
Title: Managing Member

/s/ Jeffrey M. Solomon  
-----

Jeffrey M. Solomon, individually and as attorney-in-fact for Peter A. Cohen, Morgan B. Stark, and Thomas W. Strauss

RJG CAPITAL PARTNERS, L.P.

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By: RJG Capital Management, LLC, its  
general partner

By: /s/ Ronald J. Gross

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Name: Ronald J. Gross  
Title: Managing Member

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

-----  
Name: Ronald J. Gross  
Title: Managing Member

/s/ Ronald J. Gross

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Ronald J. Gross

SCHEDULE

This schedule sets forth information with respect to each transaction of Common Stock which was effectuated by a Reporting Entity within the last 60 days. All transactions were effectuated in the open market through a broker.

Shares sold by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Proceeds (1)
7/19/2005	(21,250)	\$ 21.9099	\$ 465,585.37
7/20/2005	(17,000)	\$ 21.8930	\$ 372,181.00

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(1) Excludes commissions and other execution-related costs.

Shares sold by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Proceeds (2)
7/19/2005	(3,750)	\$ 21.9099	\$ 82,162.13
7/20/2005	(3,000)	\$ 21.8930	\$ 65,679.00

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(2) Excludes commissions and other execution-related costs.

Shares transacted by Parche, LLC

Date	Number of Shares	Price Per Share	Cost/ Proceeds (3)
7/19/2005	(22,400)	\$ 21.9099	\$ 490,781.76
7/20/2005	(9,600)	\$ 21.8930	\$ 210,172.80
7/21/2005	3,200	\$ 22.1825	\$ 70,984.00

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(3) Excludes commissions and other execution-related costs.

Shares transacted by Starboard Value & Opportunity Fund, LLC

Date	Number of Shares	Price Per Share	Cost/ Proceeds (4)
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7/19/2005	(117,600)	\$ 21.9099	\$2,576,604.24
7/20/2005	(50,400)	\$ 21.8930	\$1,103,407.20
7/21/2005	16,800	\$ 22.1825	\$ 372,666.00

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(4) Excludes commissions and other execution-related costs.

Shares sold by RJG Capital Partners, LP

Date	Number of Shares	Price Per Share	Proceeds (5)
----	-----	-----	-----
7/19/2005	(2,900)	\$ 21.916	\$ 63,556.40

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(5) Excludes commissions and other execution-related costs.