

KATZ KAREN  
 Form 4  
 September 24, 2002

UNITED STATES SECURITIES AND  
 EXCHANGE  
 COMMISSION

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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(f) of the Investment Company Act of 1940

**OMB APPROVAL**  
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|                                                                                                                                                                                               |                                                                                                                                                                                               |                                                                                                                                                                                                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person*</p> <p><b>Katz Karen</b><br/>                 (Last) (First) (Middle)</p> <p>The Neiman Marcus Group, Inc.<br/>                 1618 Main St.</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>The Neiman Marcus Group, Inc.<br/>                 (NMG.A)</p> <p>3. IRS or Social Security Number of Reporting Persons (Voluntary)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (check all applicable)</p> <p>Director 10%</p> <p>Owner X Officer Other (specify below)</p> <p>President and CEO - Neiman Marcus Direct</p> |
| <p>(Street)</p> <p>Dallas Texas 75201</p>                                                                                                                                                     | <p>4. Statement for Month/Day/Year</p> <p>September 20, 2002</p>                                                                                                                              | <p>7. Individual or Joint/Group Filing (Check Applicable)</p> <p>X Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>                                   |
| <p>(City) (State) (Zip)</p>                                                                                                                                                                   | <p>5. If Amendment, Date of Original (Month/Day/Year)</p>                                                                                                                                     |                                                                                                                                                                                                 |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date (Month/Day/) | 2A. Deemed Execution Date, if Any | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|----------------------------------|-----------------------------------|--------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------|--------------------------------------------|
|----------------------|----------------------------------|-----------------------------------|--------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------|--------------------------------------------|

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| Year) | Code | V | Amount (A) or (D) Price | (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
|-------|------|---|-------------------------|------------------|------------|------------|
|       |      |   |                         |                  |            |            |
|       |      |   |                         |                  |            |            |
|       |      |   |                         |                  |            |            |
|       |      |   |                         |                  |            |            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

| 1. Title of Derivative Security (Instr. 3)                                   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8)<br>Code V | 5. Number of Derivative securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)<br>(A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year)<br>Date Exercisable Expiration Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4)<br>Amount or Number of Shares | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|------------------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-------------------------------------------|------------------------------------------------------------------------|
| Nonqualified Stock Option (1)                                                | \$30.97                                                | 9-20-02                              | 9-20-02                                            | A                                        | 45,000                                                                                            | (1) 9-20-2008                                                                                | Class A Common Stock 45,000                                                                 | \$30.97                                   |                                                                        |
| Right to Receive Purchased Restricted Stock or Nonqualified Stock Option (2) | (2)                                                    | 9-20-02                              | 9-20-02                                            | A                                        | 35,000                                                                                            | (2)                                                                                          | Class A Common Stock 35,000                                                                 | (2)                                       | 2                                                                      |

Explanation of Responses:

- (1) Option granted pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan, which includes tax withholding rights. Option vests on the third anniversary date of the grant and expires six years from the date of grant.
- (2) Represents the right to elect to receive either purchased restricted stock ("PRS") or to receive nonqualified stock

