

TANSKY BURTON M
Form 4
November 02, 2004

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
TANSKY BURTON M

2. Issuer Name and Ticker or Trading Symbol
NEIMAN MARCUS GROUP INC
[NMGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

THE NEIMAN MARCUS GROUP, INC., 1618 MAIN STREET

10/29/2004

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (A) or (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|--|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Class A ⁽¹⁾ | 10/29/2004 | 10/29/2004 | A | | 29,590 | A | \$ 0 |
| Common Stock, Class A ⁽²⁾ | 10/29/2004 | 10/29/2004 | A | | 29,590 | A | \$ 60.83 |
| Common Stock, Class A ⁽³⁾ | 10/29/2004 | 10/29/2004 | A | | 14,795 | A | \$ 0 |

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

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(9-02)

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) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TANSKY BURTON M THE NEIMAN MARCUS GROUP, INC. 1618 MAIN STREET DALLAS, TX 75201 | X | | President and CEO | |

Signatures

Burton M.
Tansky

11/10/2004

__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).

(1) The Class A Common Stock reported herein as acquired represents shares issuable in the future in respect of matching restricted stock units ("MRSUs") acquired in a transaction exempt from Section 16(b) under Rule 16b-3 pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan (the "Plan"), which includes tax withholding rights.

(2) On the same date the MRSUs were awarded, the reporting person agreed to purchase from the Company pursuant to the Plan, in a transaction exempt from Section 16(b) under Rule 16b-3, a number of shares of Class A Common Stock of the Company equal to the number of MRSUs noted above (the "Matched Common Stock"). The Company will hold the certificate representing the Matched Common Stock. If the reporting person requests and receives delivery of certificates representing any or all of the Matched Common Stock prior to the vesting of the award of the MRSUs, the reporting person will immediately forfeit a proportionate number of MRSUs.

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- (3) The Class A Common Stock reported herein as acquired represents shares issuable in the future in respect of restricted stock units acquired in a transaction exempt from Section 16(b) under Rule 16b-3 pursuant to the Plan, which includes tax withholding rights.

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.