

NEIMAN MARCUS GROUP INC
 Form 4
 February 01, 2005

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 *
 STERN PAULA

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2005

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

THE NEIMAN MARCUS GROUP, INC., 1618 MAIN STREET

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha	
Phantom Stock Units ⁽¹⁾	\$ 65.681	01/31/2005	01/31/2005	A			228,377 ⁽²⁾	01/31/2005 ⁽¹⁾	01/31/2020 ⁽¹⁾	Class A Common Stock	22

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STERN PAULA
THE NEIMAN MARCUS GROUP, INC.
1618 MAIN STREET
DALLAS, TX 75201

X

Signatures

Paula Stern 02/01/2005

^{**}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).
Pursuant to The Neiman Marcus Group, Inc. Deferred Compensation Plan for Non-Employee Directors, non-employee directors of The Neiman Marcus Group, Inc. (the "Company") receive shares of Class A common stock equivalents as part of their directors' compensation ("Mandatory Deferred Units"), and are permitted to elect to receive shares of common stock equivalents in lieu of their cash compensation ("Elective Deferred Units"). The number and "price" of such units are determined quarterly and are calculated by dividing the amount of fees in each fiscal quarter by the average of the market price of the Company's Class A common stock during the last five trading days of such fiscal quarter. Settlement of these units is in cash.
- (1) Represents Mandatory Deferred Units.
- (2) Includes shares acquired in unreported dividend reinvestment transactions.

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.