

NEIMAN MARCUS GROUP INC
Form 4
October 11, 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 *
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)

THE NEIMAN MARCUS GROUP, INC., 1618 MAIN STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2005

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

DALLAS, TX 75201

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

(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 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	10/06/2005	10/06/2005	D		143,447	D		100 (1)

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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Employee Stock Option (right to buy)	\$ 33.375	10/06/2005	10/06/2005	D			10,000	09/10/1997 ⁽²⁾	09/10/2006	Class A Common Stock	10
Employee Stock Option (right to buy)	\$ 32.9375	10/06/2005	10/06/2005	D			20,200	09/09/1998 ⁽³⁾	09/09/2007	Class A Common Stock	20
Employee Stock Option (right to buy)	\$ 24.8125	10/06/2005	10/06/2005	D			30,000	09/17/1999 ⁽⁴⁾	09/17/2008	Class A Common Stock	30
Employee Stock Option (right to buy)	\$ 24.9375	10/06/2005	10/06/2005	D			25,000	12/02/1999 ⁽⁵⁾	12/02/2008	Class A Common Stock	25
Employee Stock Option (right to buy)	\$ 23.125	10/06/2005	10/06/2005	D			30,000	10/06/2000 ⁽⁶⁾	10/06/2009	Class A Common Stock	30
Employee Stock Option (right to buy)	\$ 23.1875	10/06/2005	10/06/2005	D			110,000	11/03/2000 ⁽⁷⁾	11/03/2009	Class A Common Stock	110
Employee Stock Option (right to buy)	\$ 35.625	10/06/2005	10/06/2005	D			63,000	09/22/2001 ⁽⁸⁾	09/22/2010	Class A Common Stock	63
Employee Stock Option	\$ 36.5	10/06/2005	10/06/2005	D			25,000	05/15/2002 ⁽⁹⁾	05/15/2011	Class A Common Stock	25

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This option, which provided for vesting in five annual installments beginning 9-17-1999, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$2,255,625, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (5) This option, which provided for vesting in five annual installments beginning 12-02-1999, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$1,876,562.50, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (6) This option, which provided for vesting in five annual installments beginning 10-06-2000, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$2,306,250, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (7) This option, which provided for vesting in five annual installments beginning 11-03-2000, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$8,449,375, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (8) This option, which provided for vesting in five annual installments beginning 9-22-2001, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$4,055,625, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (9) This option, which provided for vesting in five annual installments beginning 5-15-2002, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$1,587,500, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (10) This option, which provided for vesting in five annual installments beginning 9-21-2002, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$2,265,000, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (11) This option, which provided for vesting beginning 9-20-2005, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$4,832,100, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (12) This option, which provided for vesting beginning 9-19-2006, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$4,328,200, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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