

NEIMAN MARCUS GROUP INC
Form 4
December 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 *
SMITH ROBERT A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

GOULSTON & STORRS, P.C., 400 ATLANTIC AVENUE--ATTN: MARK BALK

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
co-Vice Chairman / Member of Schedule 13D group

(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

BOSTON, MA 02110-3333

(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 | | | |
| Class B Common Stock | 12/01/2004 | | G | 1,050 (1) D \$ 62.83 | 175,463 | D | |
| Class B Common Stock | | | | | 251,145 | I | see footnotes (2) (3) (4) |

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

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| SMITH ROBERT A GOULSTON & STORRS, P.C. 400 ATLANTIC AVENUE--ATTN: MARK BALK BOSTON, MA 02110-3333 | X | | co-Vice Chairman | Member of Schedule 13D group |

Signatures

/s/ Mark D. Balk, 12/02/2004
Attorney-in-Fact

__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) Represents (1) a gift of 350 shares by the reporting person to Robert A. Smith and Dana Weiss 1994 Childrens Trust udt dated December 1, 1994 fbo Madeleine W. Smith, of which Dana A. Weiss and Mark D. Balk are trustees; (2) a gift of 350 shares by the reporting person to Robert A. Smith and Dana Weiss 1994 Childrens Trust udt dated December 1, 1994 fbo Ryan A. Smith, of which Dana A. Weiss and Mark D. Balk are trustees; and (3) a gift of 350 shares by the reporting person to Robert A. Smith and Dana Weiss 1994 Childrens Trust udt dated December 1, 1994 fbo Jackson A. Smith, of which Dana A. Weiss and Mark D. Balk are trustees.

(2) Reflects the shares owned directly or indirectly by the following persons or entities and indirectly by the reporting person: 39,091 shares owned indirectly as a trustee of the Susan F. Smith Grantor Retained Annuity Trust 5 Years udt dated September 1, 1998 fbo Robert A. Smith; 28,997 shares owned indirectly as a trustee of the Susan F. Smith Grantor Retained Annuity Trust 7 Years udt dated August 10, 1994 fbo Robert A. Smith;

(3)

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4,741 shares owned indirectly by Dana A. Weiss, the wife of the reporting person, as a trustee of the Robert A. Smith and Dana Weiss 1994 Childrens Trust fbo Madeleine W. Smith; 4,741 shares owned indirectly by Dana A. Weiss as a trustee of the Robert A. Smith and Dana Weiss 1994 Childrens Trust fbo Ryan A. Smith; 4,741 shares owned indirectly by Dana A. Weiss as a trustee of the Robert A. Smith and Dana Weiss 1994 Childrens Trust fbo Jackson A. Smith; 52,360 shares owned indirectly by Robert A. Smith and Dana A. Weiss as trustees of the Robert A. Smith Grantor Retained Annuity Trust; 16,069 shares owned indirectly by Dana A. Weiss as a trustee of the Robert A. Smith 1998 Grantor Retained Annuity Trust fbo Jackson A. Smith; 16,070 shares owned indirectly by Dana A. Weiss as a trustee of the Robert A. Smith 1998 Grantor Retained Annuity Trust fbo Madeleine W. Smith;

- (4) 16,069 shares owned indirectly by Dana A. Weiss as a trustee of the Robert A. Smith 1998 Grantor Retained Annuity Trust fbo Ryan A. Smith; 48,208 shares owned indirectly by the reporting person as a trustee for the Robert A. Smith 1978 Insurance Trust; 6,686 shares owned indirectly by Richard A. Smith and Dana A. Weiss as guardians of the property of Madeleine W. Smith, the daughter of the reporting person; 6,686 shares owned indirectly by Richard A. Smith and Dana A. Weiss as guardians of the property of Ryan A. Smith, the son of the reporting person; and 6,686 shares owned indirectly by Richard A. Smith and Dana A. Weiss as guardians of the property of Jackson A. Smith, the son of the reporting person. The reporting person disclaims beneficial ownership of 82,489 of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.