

GOLD JAMES J
Form 4
November 02, 2004

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLD JAMES J

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)
10/29/2004

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
CEO, Bergdorf Goodman

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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. Code (Instr. 8)	4. Securities Acquired 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, Class A ⁽¹⁾	10/29/2004	10/29/2004	A	8,655 A \$ 0	8,655	D	
Common Stock, Class A ⁽²⁾	10/29/2004	10/29/2004	A	8,655 A \$ 60.83	8,655	D	
Common Stock, Class A ⁽³⁾	10/29/2004	10/29/2004	A	4,328 A \$ 0	4,328	D	
Common					5,300	D	

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Stock, Class
A
(Restricted)

Common
Stock, Class
A (PRS)

6,500 D

Common
Stock, Class
A

658 D

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 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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLD JAMES J
THE NEIMAN MARCUS GROUP, INC.
1618 MAIN STREET
DALLAS, TX 75201

CEO, Bergdorf Goodman

Signatures

James J. Gold

11/02/2004

**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).

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.

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.

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.

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