

NEIMAN MARCUS GROUP INC
 Form 4
 October 07, 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 *
 Smith Richard 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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 Member of Schedule 13D group

C/O MARK D. BALK, GOULSTON & STORRS, PC, 400 ATLANTIC AVENUE

(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

(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 | 10/06/2005 | | U | | 2,907,784 | D | \$ 0 100 |
| | | | | | | I | see footnotes (1) (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 Following Reporting 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

Smith Richard A
C/O MARK D. BALK, GOULSTON & STORRS,
PC
400 ATLANTIC AVENUE
BOSTON, MA 02110

X

Member of Schedule 13D group

Signatures

/s/ Mark D. Balk,
Attorney-in-Fact 10/07/2005

__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).

- Reflects shares disposed of pursuant to the Agreement and Plan of Merger dated May 1, 2005, among The Neiman Marcus Group, Inc., Newton Acquisition, Inc. and Newton Acquisition Merger Sub, Inc. that are held directly by the following persons or entities and
- (1) indirectly by the reporting person: 86,991 shares held by Marian Realty Company of which the reporting person beneficially owns 50% of the stock; 144,301 shares held by the Susan F. Smith Grantor Retained Annuity Trust 15 Years; 974,134 shares held by the Trust U/W Philip Smith for the benefit of Richard A. Smith; 974,134 shares held by the Trust U/W Philip Smith for the benefit of Nancy L. Marks; 24,104 shares held by the Richard A. Smith 1976 Trust for the benefit of Amy Smith Berylson; 48,208 shares held by the Richard A. Smith 1976 Trust for the benefit of Debra Smith Knez; 48,208 shares held by the Richard A. Smith 1976 Trust for the benefit of Robert A. Smith; 12,052 shares held by the Marian Smith D R A 1976 Trust for the benefit of Amy Smith Berylson; 24,104 shares held by the Marian Smith D R A 1976 Trust for the benefit of Debra Smith Knez; 24,104 shares held by the Marian Smith D R A 1976 Trust for the benefit of Robert A. Smith;
- (3) 20,058 shares held by the Richard A. Smith Family Trust U/W/O Marian J. Smith for the benefit of Robert A. Smith; 20,058 shares held by the Richard A. Smith Family Trust U/W/O Marian J. Smith for the benefit of Debra Smith Knez; 183,793 shares held by C J P Trust fbo Cathy Lurie U/I/T dated 12/10/73; 183,793 shares held by C J P Trust fbo Peter Lurie U/I/T dated 12/10/73; 30,074 shares held by Peter A. Lurie Trust U/W/O Marian J. Smith;

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- 59,669 shares held by Morris J. Lurie Family Trust U/I/T dated 4/15/58 fbo Cathy J. Lurie; 59,669 shares held by Morris J. Lurie Family Trust U/I/T dated 4/15/58 fbo Peter A. Lurie; and 10,388 shares owned indirectly by the wife of the reporting person as trustee of the
- (4) ADR Charitable Foundation and Trust U/D/T Dated 11/1/68. The reporting person disclaims beneficial ownership of 1,846,659 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.

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