

GOLD JAMES J
Form 4
October 22, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2004

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

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) or Price (A) | | |
| Common Stock, Class A | 10/21/2004 | 10/21/2004 | M | | 400 A \$ 23.125 | 1,058 | D |
| Common Stock, Class A | 10/21/2004 | 10/21/2004 | M | | 1,200 A \$ 35.625 | 2,258 | D |
| Common Stock, Class A | 10/21/2004 | 10/21/2004 | M | | 700 A \$ 24.5 | 2,958 | D |
| Common Stock, Class A | 10/21/2004 | 10/21/2004 | S | | 2,300 D \$ 58 | 658 | D |

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Stock, Class
A

Common
Stock, Class
A
(Restricted)

5,300 D

Common
Stock, Class
A (PRS)

6,500 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) ⁽¹⁾ | \$ 23.125 | 10/21/2004 | 10/21/2004 | M | 400 | 10/06/2000 ⁽¹⁾ 10/06/2009 ⁽¹⁾ | Class A Common Stock | 400 |
| Employee Stock Option (right to buy) ⁽¹⁾ | \$ 35.625 | 10/21/2004 | 10/21/2004 | M | 1,200 | 09/22/2001 ⁽¹⁾ 09/22/2010 ⁽¹⁾ | Class A Common Stock | 1,200 |
| Employee Stock Option (right to buy) ⁽¹⁾ | \$ 24.5 | 10/21/2004 | 10/21/2004 | M | 700 | 09/21/2002 ⁽¹⁾ 09/21/2011 ⁽¹⁾ | Class A Common Stock | 700 |

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 Gold 10/22/2004

 Signature of Date
Reporting Person

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).
Option granted pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan, which includes tax withholding rights, in a transaction
(1) exempt from Section 16(b) under Rule 16b-3. Options vest 20% on the anniversary date of the award and expire ten years from the anniversary date of the award.

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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