

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 *
Dennis Steven P

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)
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)
SVP, Business Development

DALLAS, TX 75201
(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock, Class A	10/06/2005	10/06/2005	D		5,544	D	
					100		
					0		D
					<u>(1)</u>		

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)

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 56.19	10/06/2005	10/06/2005	D	10,000	09/09/2007 ⁽²⁾ 09/09/2010	Class A Common Stock	10,000
Employee Stock Option (right to buy)	\$ 60.83	10/06/2005	10/06/2005	D	2,497	10/29/2007 ⁽³⁾ 10/29/2010	Class A Common Stock	2,497

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dennis Steven P 1618 MAIN STREET DALLAS, TX 75201			SVP, Business Development	

Signatures

Steven P. Dennis
10/10/2005
 **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).
- (1) The Class A Common Stock reported herein represents shares issued to the reporting person as restricted, purchased restricted stock, restricted units or purchased restricted stock units pursuant to certain of The Neiman Marcus Group's incentive plans that were disposed of pursuant to the merger agreement among The Neiman Marcus Group, Inc., Newton Acquisition, Inc. and Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$100.00 per share or unit, as applicable.
- (2) This option, which provided for vesting beginning 9-9-2007, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$483,100, 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.
- (3) This option, which provided for vesting beginning 10-29-2007, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$97,807.49, 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.

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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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