

NEIMAN MARCUS GROUP INC

Form 4

December 21, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KATZ KAREN

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2004

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Pres.&COO,Neiman Marcus Stores

(Street)

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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock, Class A | 12/21/2004 | 12/21/2004 | M | 5,200 D | \$ 23.1875 | 15,615 | D |
| Common Stock, Class A | 12/21/2004 | 12/21/2004 | M | 800 D | \$ 23.125 | 16,415 | D |
| Common Stock, Class A | 12/21/2004 | 12/21/2004 | S | 6,000 D | \$ 72.5147 | 10,415 | 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 Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|--|----------------------------------|
| Nonqualified Stock Option | \$ 23.125 | 12/21/2004 | 12/21/2004 | M | 800 | 10/06/2000 ⁽¹⁾ | Class A Common | 8 |
| Nonqualified Stock Option | \$ 23.1875 | 12/21/2004 | 12/21/2004 | M | 5,200 | 11/03/2000 ⁽¹⁾ | Class A Common | 5,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| KATZ KAREN THE NEIMAN MARCUS GROUP, INC. 1618 MAIN STREET DALLAS, TX 75201 | Pres.&COO, Neiman Marcus Stores |

Signatures

Karen Katz 12/21/2004
 **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).

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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