NEIMAN MARCUS GROUP INC

Form 4

October 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

	Address of Reporting F BRENDAN	Symbo NEIN	2. Issuer Name and Ticker or Trading Symbol NEIMAN MARCUS GROUP INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	·	[NMGA] 3. Date of Earliest Transaction				Director		6 Owner	
THE NEIM		(Month/Day/Year) 10/06/2005				_X_ Officer (give title Other (specify below) Pres. & CEO, NM Direct				
		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
DALLAS, T	TX 75201	Filed(N	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	Table I - Non-Derivative Securities Acq				quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, Class A	10/06/2005	10/06/2005	D	12,298	D	\$ 100 (1)	0	D		
Common Stock, Class A	10/06/2005	10/06/2005	D	1,472	D	\$ 100 (2)	0	D		

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

I	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
(Employee Stock Option (right to ouy)	\$ 23.125	10/06/2005	10/06/2005	D	700	10/06/2000 <u>(3)</u>	10/06/2009	Class A Common Stock	70
(Employee Stock Option (right to	\$ 35.625	10/06/2005	10/06/2005	D	4,500	09/22/2001(4)	09/22/2010	Class A Common Stock	4,5
(Employee Stock Option (right to	\$ 24.5	10/06/2005	10/06/2005	D	5,000	09/21/2002(5)	09/21/2011	Class A Common Stock	5,0
(Employee Stock Option (right to	\$ 30.97	10/06/2005	10/06/2005	D	4,500	09/20/2005(6)	09/20/2008	Class A Common Stock	4,5
(Employee Stock Option (right to	\$ 30.61	10/06/2005	10/06/2005	D	13,500	12/16/2005 <u>(7)</u>	12/16/2008	Class A Common Stock	13,5
(Employee Stock Option (right to	\$ 29	10/06/2005	10/06/2005	D	4,400	01/21/2006(8)	01/21/2009	Class A Common Stock	4,4
	Employee Stock	\$ 43.05	10/06/2005	10/06/2005	D	27,000	09/19/2006(9)	09/19/2009	Class A Common	27,0

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Option (right to buy)								Stock	
Employee Stock Option (right to buy)	\$ 46.05	10/06/2005	10/06/2005	D	9,900	10/24/2006(10)	10/24/2009	Class A Common Stock	9,9
Employee Stock Option (right to buy)	\$ 60.83	10/06/2005	10/06/2005	D	31,042	10/29/2007(11)	10/29/2010	Class A Common Stock	31,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOFFMAN BRENDAN THE NEIMAN MARCUS GROUP, INC. 1618 MAIN STREET DALLAS, TX 75201

Pres. & CEO, NM Direct

Signatures

Brendan Hoffman

**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).
- 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.
- The Class A Common Stock reported herein represents shares 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.
- This option, which provided for vesting in five annual installments beginning 10-06-2000, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$53,812.50, 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.
- This option, which provided for vesting in five annual installments beginning 9-22-2001, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$289,687.50, 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.
- This option, which provided for vesting in five annual installments beginning 9-21-2002, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$377,500, 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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- This option, which provided for vesting beginning 9-20-2005, was cancelled in connection with the merger with Newton Acquisition

 (6) Merger Sub, Inc. in exchange for a cash payment of \$310,635, 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.
- This option, which provided for vesting beginning 12-16-2005, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$936,765, 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.
- This option, which provided for vesting beginning 1-21-2006, was cancelled in connection with the merger with Newton Acquisition

 Merger Sub, Inc. in exchange for a cash payment of \$312,400, 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.
- This option, which provided for vesting beginning 9-19-2006, was cancelled in connection with the merger with Newton Acquisition

 (9) Merger Sub, Inc. in exchange for a cash payment of \$1,537,650, 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.
- This option, which provided for vesting beginning 10-24-2006, was cancelled in connection with the merger with Newton Acquisition (10) Merger Sub, Inc. in exchange for a cash payment of \$534,105, 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.
- This option, which provided for vesting beginning 10-29-2007, was cancelled in connection with the merger with Newton Acquisition (11) Merger Sub, Inc. in exchange for a cash payment of \$1,215,915.14, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.