

KNEZ DEBRA SMITH
Form 4
December 02, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KNEZ DEBRA SMITH

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 ____X____ Other (specify
below) 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)
X 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 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)
Class B Common Stock	12/01/2004		G	700 ⁽¹⁾	A \$ 62.83	187,056	D
Class B Common Stock					218,180	I	see footnotes (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)

displays a currently valid OMB control number.

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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

KNEZ DEBRA SMITH
C/O MARK D. BALK, GOULSTON & STORRS,
PC
400 ATLANTIC AVENUE
BOSTON, MA 02110

Member of Schedule 13D
group

Signatures

/s/ Mark D. Balk,
Attorney-in-Fact 12/02/2004

__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).

(1) Represents (1) a gift of 350 shares by the reporting person to Debra and Brian Knez 1988 Childrens Trust udt dated December 1, 1988 fbo Jessica M. Knez, of which Brian J. Knez and Mark D. Balk are trustees; and (2) a gift of 350 shares by the reporting person to Debra and Brian Knez 1988 Childrens Trust udt dated December 1, 1988 fbo Andrew P. Knez, of which Brian J. Knez and Mark D. Balk are trustees.

(2) Reflects the shares held directly and indirectly by the following persons or entities and indirectly by the reporting person: 39,090 shares owned indirectly as a trustee of the Susan F. Smith Grantor Retained Annuity Trust 5 Years udt dated September 1, 1998 fbo Debra Smith Knez; 28,997 shares owned indirectly as trustee of the Susan F. Smith Grantor Retained Annuity Trust 7 Years udt dated August 10, 1994 fbo Debra Smith Knez;

(3) 6,199 shares owned indirectly by Brian J. Knez, husband of the reporting person, as trustee of the Debra and Brian Knez 1988 Childrens Trust fbo Jessica M. Knez; 6,199 shares owned indirectly by Brian J. Knez as trustee of the Debra and Brian Knez 1988 Childrens Trust fbo Andrew P. Knez; 48,208 shares owned indirectly by the reporting person as trustee of the Debra Smith Knez Insurance Trust; 36,594

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shares owned indirectly by the reporting person and Brian J. Knez as trustees of the Debra Smith Knez Grantor Retained Annuity Trust;

23,803 shares owned indirectly by Brian J. Knez as trustee of the Debra Smith Knez 1998 Grantor Retained Annuity Trust fbo Jessica M. Knez; 23,802 shares owned indirectly by Brian J. Knez as trustee of the Debra Smith Knez 1998 Grantor Retained Annuity Trust fbo

- (4) Andrew P. Knez and 5,287 shares owned directly by Brian J. Knez. The reporting person disclaims beneficial ownership of 65,291 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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