

NEIMAN MARCUS GROUP INC
 Form 4
 October 07, 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 *
 Weiss Dana A

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 below) Other (specify 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)
 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 (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)
				Code V	Amount		
Class B Common Stock	10/06/2005			U	314,358	D	see footnotes (1) (2) (3)
					\$ 0		
					100		

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

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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 Owned Following Transaction (Instr. 3 and 4)
				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

Weiss Dana A
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 10/07/2005

__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).

Reflects the shares disposed of pursuant to the Agreement and Plan of Merger, dated May 1, 2005, among The Neiman Marcus Group, Inc., Newton Acquisition, Inc. and Newton Acquisition Merger Sub, Inc. that are held directly and indirectly by the following persons or entities and indirectly by the reporting person: 63,213 shares owned directly by Robert A Smith, husband of the reporting person, 39,091 shares owned indirectly by Robert A Smith as a trustee of the Susan F Smith Grantor Retained Annuity Trust 5 Years udt dated September 1, 1998 fbo Robert A Smith, 28,997 shares owned indirectly by Robert A Smith as a trustee of the Susan F Smith Grantor Retained Annuity Trust - 7 Years udt dated August 10, 1994 fbo Robert A Smith,

(1) 4,741 shares owned indirectly as a trustee of the Robert A Smith and Dana Weiss 1994 Childrens Trust fbo Madeleine W Smith, 4,741 shares owned indirectly as a trustee of the Robert A Smith and Dana Weiss 1994 Childrens Trust fbo Ryan A. Smith, 4,741 shares owned indirectly as a trustee of the Robert A Smith and Dana Weiss 1994 Childrens Trust fbo Jackson A Smith, 52,360 shares owned indirectly by Robert A Smith and the reporting person as trustees of the Robert A Smith Grantor Retained Annuity Trust, 16,069 shares owned indirectly as a trustee of the Robert A Smith 1998 Grantor Retained Annuity Trust fbo Jackson A Smith, 16,070 shares owned indirectly as a trustee of the Robert A Smith 1998 Grantor Retained Annuity Trust fbo Madeleine W Smith, 16,069 shares owned indirectly as a trustee of the Robert A Smith 1998 Grantor Retained Annuity Trust fbo Ryan A Smith,

(3)

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48,208 shares owned indirectly by Robert A Smith as a trustee for the Robert A Smith 1978 Insurance Trust, 6,686 shares owned indirectly by Richard A Smith and the reporting person as guardians of the property of Madeleine W Smith, 6,686 shares owned indirectly by Richard A Smith and the reporting person as guardians of the property of Ryan A Smith, and 6,686 shares owned indirectly by Richard A Smith and the reporting person as guardians of the property of Jackson A Smith. The reporting person disclaims beneficial ownership of all 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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