KNEZ DEBRA SMITH

Form 4/A

Stock

December 30, 2004

FORM	1 <u>4</u>										PPROVAL		
· Ortiv	UNITED	STATES						NGE C	COMMISSION	0.0.5	3235-0287		
Check this box if no longer subject to Section 16. SECURITES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estim burder.									Number: Expires: Estimated a burden hou response	January 31, 2005 average irs per			
(Print or Type	Responses)												
1. Name and A KNEZ DEE	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)						
	(First) (X D. BALK, GOUS, PC, 400 ATLA		3. Date of (Month/D 12/28/20	ay/Yea		ansaction			below)	e title 10% below) f Schedule 13D			
Filed(M					Amendment, Date Original (Month/Day/Year) 0/2004					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)				3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or					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	12/28/2004			G	V	Amount 31,000 (1)	(D)	Price \$ 66.4	156,056	D			
Class B Common									218,180	I	See footnotes		

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 SEC 1474 (9-02)

(2) (3) (4)

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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. Ti	tle of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Deriv	vative	Conversion	(Month/Day/Year)	Day/Year) Execution Date, if		ionNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Secu	rity	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Inst	r. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr	. 3 and 4)		Own
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration	Title	or Number		
							Exercisable	Date		of		
					Code V	(A) (D)						
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other Director

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

Member of Schedule 13D

group

Signatures

/s/ Mark D. Balk. Attorney-in-Fact

12/30/2004

**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).
- Represents a gift of 31,000 shares by the reporting person to Knez Family Charitable Foundation, of which the reporting person is a **(1)** trustee.
- 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;
- 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 shares owned indirectly by the reporting person and Brian J. Knez as trustees of the Debra Smith Knez Grantor Retained Annuity Trust;

Reporting Owners 2

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- 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. 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.