

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 *
Berylson John G

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
____ Officer (give title below) Other (specify below)
Member of Schedule 13D group

C/O MARK D. BALK, GOULSTON & STORRS, PC, 400 ATLANTIC AVENUE

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

(Street)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Class B Common Stock | 10/06/2005 | | U | | 96 | D | |
| | | | | | \$ 100 | 0 | D |
| Class B Common Stock | 10/06/2005 | | U | | 313,363 | D | |
| | | | | | \$ 100 | 0 | I |
| | | | | | | | see footnotes (1) (2) (3) |

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)

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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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

Berylson John G
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 owned directly or indirectly by the following persons or entities and indirectly by the reporting person: 134,418 shares owned directly by Amy Smith Berylson, the wife of the reporting person; 28,997 shares owned indirectly by Amy Smith Berylson as trustee of the Susan F. Smith Grantor Retained Annuity Trust - 7 Years u/d/t dated August 10, 1994 f/b/o Amy Smith Berylson; 5,376 shares owned indirectly by the reporting person as trustee of the J-J-E 1988 Trust udt dated November 1, 1988 fbo Jennifer Berylson; 5,376 shares owned indirectly by the reporting person as trustee of the J-J-E 1988 Trust udt dated November 1, 1988 fbo James Berylson; 5,376 shares owned indirectly by the reporting person as trustee of the J-J-E 1988 Trust udt dated November 1, 1988 fbo Elizabeth Berylson;
- (1) 18,078 shares owned indirectly by the reporting person as trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust fbo Jennifer L. Berylson; 18,078 shares owned indirectly by the reporting person as trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust fbo Elizabeth S. Berylson; 18,078 shares owned indirectly by the reporting person as trustee of the Amy Smith

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Berylson 1998 Grantor Retained Annuity Trust fbo James T. Berylson; 59,529 shares owned indirectly by the reporting person and Amy Smith Berylson as trustees of the Amy Smith Berylson Grantor Retained Annuity Trust;

- (3) 48,208 shares owned indirectly by Amy Smith Berylson as trustee of the Amy Smith Berylson Insurance Trust; 6,685 shares owned directly by Jennifer L. Berylson, the daughter of the reporting person; 6,686 shares owned indirectly by John G. Berylson and Amy Smith Berylson as guardians for James Berylson, the son of the reporting person; and 6,686 shares owned indirectly by John G. Berylson and Amy Smith Berylson as guardians for Elizabeth Berylson, the daughter of the reporting person. The reporting person disclaims beneficial ownership of all 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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