

NEIMAN MARCUS GROUP INC
 Form 4/A
 November 22, 2002

FORM 4
 UNITED STATES SECURITIES AND
 EXCHANGE
 COMMISSION

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL
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(Print or Type Response)

| | | |
|---|---|---|
| <p>1. Name and Address of Reporting Person*</p> <p>Katz Karen (Last) (First) (Middle)</p> <p>The Neiman Marcus Group, Inc. 1618 Main St.</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>The Neiman Marcus Group, Inc. (NMG.A)</p> <p>3. IRS or Social Security Number of Reporting Persons (Voluntary)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (check all applicable)</p> <p>Director 10%</p> <p>Owner X Officer Other (specify below)</p> <p>President and CEO - Neiman Marcus Direct</p> |
| <p>(Street)</p> <p>Dallas Texas 75201</p> | <p>4. Statement for Month/Day/Year</p> <p>September 20, 2002</p> | <p>7. Individual or Joint/Group Filing (Check Applicable)</p> <p>X Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p> |
| <p>(City) (State) (Zip)</p> | <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p>September 24, 2002</p> | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date | 2A. Deemed Execution Date, if Any | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|-----------------------------------|--------------------------------|---|--|---|--|
|----------------------|---------------------|-----------------------------------|--------------------------------|---|--|---|--|

| (Month/ Day/ Year) | Code | V | and 5) Amount (A) or (D) Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
|--------------------------|------|---|--------------------------------------|--|------------|------------|
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

| 1. Title of Deriv- ative Sec- urity (Instr. 3) | 2. Conver- sion or Exercise Price of Deriv- ative Security | 3. Trans- action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Transac- Code (Instr. 8) | | 5. Number of Deriv- ative secur- ities Acq- quired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exer- cisable and Ex- piration Date (Month/Day/ Year) | | 7. Title and Amount of Underlying Sec- urities (Instr. 3 and 4) | 8. Price of Deriv- ative Sec- urity (Instr.5) |
|--|--|---|---|-----------------------------------|---|---|-----|---|-------------------------|--|---|
| | | | | Code | V | (A) | (D) | Date Exer- siable | Expira- tion Date | | |
| Nonqualified Stock Option (1) | \$30.97 | 9-20-02 | 9-20-02 | A | | 45,000 | | (1) | 9-20-2008 | Class A Common Stock 45,000 | \$30.97 |
| (2) | | | | | | | | | | | |
| | | | | | | | | | | | |

Explanation of Responses:

(1) Option granted pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan, which includes tax withholding rights. Option vests on the third anniversary date of the grant and expires six years from the date of grant.

(2)

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In an effort to provide timely disclosure, the Reporting Person mistakenly reported on a Form 4 filed on September 24, 2002 the acquisition of a derivative security (entitled in such Form 4 as a "Right to Receive Purchased Restricted Stock or Nonqualified Stock Option"). Because neither the quantity nor the price of the securities to be acquired had been determined with respect to such reported transaction, there was no derivative security, and as a result, no disclosure was required.

** Intentional misstatements or omission of facts constitute Federal Criminal Violations. See 18 U.S. 1001 and 15 U.S.C. 78ff(a).

 /s/ Karen
 Katz
**Signature of Reporting
 Person

 November 22,
 2002
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedures.