

PHALEN MIRIAM GRINBERG
Form 4
January 05, 2011

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 *
PHALEN MIRIAM GRINBERG

(Last) (First) (Middle)

C/O MOVADO GROUP, INC., 659 FROM ROAD

(Street)

PARAMUS, NJ 07652

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOVADO GROUP INC [MOV]

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/03/2011 | | M | 4,414 | A \$ 14.61 | 23,080 | I By Spouse |
| Common Stock | 01/03/2011 | | S | 4,163 | D \$ 16.37 (1) | 18,917 | I By Spouse |
| Common Stock | 01/03/2011 | | M | 3,274 | A \$ 11.33 | 22,191 | I By Spouse |
| Common Stock | 01/03/2011 | | S | 2,718 | D \$ 16.39 (1) | 19,473 | I By Spouse |
| | 01/03/2011 | | M | 3,956 | A | 23,429 | I By Spouse |

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| | | | | | | | | | | |
|--------------|------------|--|---|-------|-------|-----|-------|--------|---|-----------|
| Common Stock | | | | | \$ | | | | | |
| | | | | | 14.61 | | | | | |
| Common Stock | 01/03/2011 | | S | 3,726 | D | \$ | 16.41 | 19,703 | I | By Spouse |
| | | | | | | (1) | | | | |

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 displays a currently valid OMB control number. SEC 1474 (9-02)

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 (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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 14.61 | 01/03/2011 | | M | 4,414 | 07/07/2004 03/16/2011 | Common Stock | 4,414 |
| Non-Qualified Stock Option (right to buy) | \$ 11.33 | 01/03/2011 | | M | 3,274 | 12/03/2003 03/16/2011 | Common Stock | 3,274 |
| Non-Qualified Stock Option (right to buy) | \$ 14.61 | 01/03/2011 | | M | 3,956 | 07/07/2004 03/16/2011 | Common Stock | 3,956 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PHALEN MIRIAM GRINBERG C/O MOVADO GROUP, INC. 659 FROM ROAD PARAMUS, NJ 07652 | | X | | |

Signatures

/s/ Miriam G.
Phalen

01/05/2011

__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).

The price in column 4 is a weighted average price. The 4,163 shares were sold in multiple transactions at prices ranging from \$16.33 to \$16.37, inclusive. The 2,718 shares were sold in multiple transactions at prices ranging from \$16.30 to \$16.39, inclusive. The 3,726 (1) shares were sold in multiple transactions at prices ranging from \$16.35 to \$16.54, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within each range.

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.