

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 Jennifer L

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

(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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 10/06/2005 | | U | D | 6,685 | \$ 100 | 0 | D |
| Class B Common Stock | 10/06/2005 | | U | D | 354,982 | \$ 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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 Jennifer L
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 Jennifer L. Berylson: 134,418 shares owned directly by Amy Smith Berylson, the mother of the reporting person; 96 shares owned directly by John G. Berylson, the father 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 udt dated August 10, 1994 fbo Amy Smith Berylson; 5,376 shares owned indirectly by John G. Berylson as trustee of the J-J-E 1988 Trust fbo Jennifer Berylson; 5,376 shares owned indirectly by John G. Berylson as trustee of the J-J-E 1988 Trust fbo James Berylson; 5,376 shares owned indirectly by John G. Berylson as trustee of the J-J-E 1988 Trust fbo Elizabeth Berylson;
- (2) 18,078 shares owned indirectly by John G. Berylson as trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust fbo Jennifer L. Berlyson; 18,078 shares owned indirectly by John G. Berylson as trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust fbo Elizabeth S. Berlyson; 18,078 shares owned indirectly by John G. Berylson as trustee of the Amy Smith Berylson 1998

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Grantor Retained Annuity Trust fbo James T. Berlyson; 59,529 shares owned indirectly by John G. Berylson and Amy Smith Berylson as trustees of the Amy Smith Berylson Grantor Retained Annuity Trust; 48,208 shares owned indirectly by Amy Smith Berylson as trustee of the Amy Smith Berylson Insurance Trust;

- (3) 6,686 shares owned indirectly by John G. Berylson and Amy Smith Berylson as guardians for James Berylson, brother of the reporting person; and 6,686 shares owned indirectly by John G. Berylson and Amy Smith Berylson as guardians for Elizabeth Berylson, sister of the reporting person. Jennifer L. Berylson disclaims beneficial ownership of 331,528 shares, and this report shall not be deemed an admission that Jennifer L. Berylson 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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