

Knez Brian J
Form 4
December 02, 2004

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 *
Knez Brian J

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class B Common Stock | 12/01/2004 | | G | 700 ⁽¹⁾ A | \$ 62.83 | I | see footnotes (2) (3) (4) |
| Class B Common Stock | | | | | 5,287 | D | |

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 |

Knez Brian J
C/O MARK D. BALK, GOULSTON & STORRS,
PC
400 ATLANTIC AVENUE
BOSTON, MA 02110

Member of Schedule 13D group

Signatures

/s/ Mark D. Balk, 12/02/2004
Attorney-in-Fact

**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).
- (1) Represents (1) a gift of 350 shares to Debra and Brian Knez 1988 Childrens Trust udt dated December 1, 1988 fbo Jessica M. Knez, of which the reporting person and Mark D. Balk are trustees and (2) a gift of 350 shares to Debra and Brian Knez 1988 Childrens Trust udt dated December 1, 1988 fbo Jessica M. Knez, of which the reporting person and Mark D. Balk are trustees.
- (2) Reflects the shares held directly and indirectly by the following persons or entities and indirectly by the reporting person: 187,056 shares owned directly by Debra Smith Knez, wife of the reporting person; 28,997 shares owned indirectly by Debra Smith Knez as a trustee of the Susan F. Smith Grantor Retained Annuity Trust - 7 Years u/d/t dated August 10, 1994 f/b/o Debra Smith Knez; 36,594 shares owned indirectly by Debra Smith Knez and the reporting person as trustees of the Debra Smith Knez Grantor Retained Annuity Trust;
- (3) 23,803 shares owned indirectly by the reporting person as a trustee of the Debra Smith Knez 1998 Grantor Retained Annuity Trust fbo Jessica M. Knez, the daughter of the reporting person; 23,802 shares owned indirectly by the reporting person as a trustee of the Debra Smith Knez 1998 Grantor Retained Annuity Trust fbo Andrew P. Knez, the son of the reporting person; 48,208 shares owned indirectly by Debra Smith Knez as a trustee of the Debra Smith Knez 1978 Insurance Trust;

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- 6,199 shares owned indirectly by the reporting person as trustee of the Debra and Brian Knez 1988 Childrens Trust udt dated December 1, 1988 fbo Jessica M. Knez; and 6,199 shares owned indirectly by the reporting person as trustee of the Debra and Brian Knez 1988
- (4) Childrens Trust udt dated December 1, 1988 fbo Andrew P. Knez. The reporting person disclaims beneficial ownership of all 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.