

NEIMAN MARCUS GROUP INC
 Form 4
 February 04, 2003

FORM 4

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
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 4 or
 Form 5
 obligations may
 continue.
 See Instruction
 1(b).

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(h) of the Investment
 Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting to Issuer (Check all applicable)					
COUNTRYMAN GARY L.			The Neiman Marcus Group, Inc. (NMG.A)			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Office Other (specify title below) <input type="checkbox"/> Other (specify title below)					
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group (Check Applicable Line)				
					February 1, 2003		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(Street)					5. If Amendment, Date of Original (Month/Day/Year)						
(City)	(State)	(Zip)	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially								
1. Title of Security (Instr. 3)			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 and 5)		5. Amount of Securities Beneficially Owned (D) or Followed (A)	6. Ownership Form: Direct or Indirect	7.
					Code V	Amount		Price			

	(Month/ Day/ Year)	(Month/ Day/ Year)				(A) or (D)	Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	
Class A Common Stock							1,000	D

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).

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(Over)
SEC 1474
(9-02)

FORM 4 (continued)		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	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)

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				of (D) (Instr. 3, 4 and 5)				Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	
				Code	V	(A)	(D)					
Phantom Stock Units(1)	n/a	02-1-03	02-1-03	A		523		(1)	(1)	Class A Common Stock	523 (2)	\$28.197

Explanation of Responses:

(1) Pursuant to The Neiman Marcus Group, Inc. Deferred Compensation Plan for Non-Employee Directors, non-employee directors of The Neiman Marcus Group, Inc. (the "Company") receive shares of Class A common stock equivalents as part of their directors' compensation ("Mandatory Deferred Units"), and are permitted to elect to receive shares of common stock equivalents in lieu of their cash compensation ("Elective Deferred Units"). The number and "price" of such units are determined quarterly and are calculated by dividing the amount of fees in each fiscal quarter by the average of the market price of the Company's Class A common stock during the last five trading days of such fiscal quarter. Settlement of these units is in cash.

(2) Includes both Elective Deferred Units and Mandatory Deferred Units.

/s/ Gary L. Countryman

February 4, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

**Signature of Reporting Person

Date

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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