

NEIMAN MARCUS GROUP INC  
 Form 4  
 October 11, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
**HOFFMAN BRENDAN**

(Last) (First) (Middle)

**THE NEIMAN MARCUS GROUP, INC., 1618 MAIN STREET**

(Street)

**DALLAS, TX 75201**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NEIMAN MARCUS GROUP INC [NMGA]**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/06/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Pres. & CEO, NM Direct**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				Code V	Amount		
Common Stock, Class A	10/06/2005	10/06/2005		D	12,298	D	D
Common Stock, Class A	10/06/2005	10/06/2005		D	1,472	D	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.125	10/06/2005	10/06/2005	D	700	10/06/2000 <sup>(3)</sup>	10/06/2009	Class A Common Stock	700
Employee Stock Option (right to buy)	\$ 35.625	10/06/2005	10/06/2005	D	4,500	09/22/2001 <sup>(4)</sup>	09/22/2010	Class A Common Stock	4,500
Employee Stock Option (right to buy)	\$ 24.5	10/06/2005	10/06/2005	D	5,000	09/21/2002 <sup>(5)</sup>	09/21/2011	Class A Common Stock	5,000
Employee Stock Option (right to buy)	\$ 30.97	10/06/2005	10/06/2005	D	4,500	09/20/2005 <sup>(6)</sup>	09/20/2008	Class A Common Stock	4,500
Employee Stock Option (right to buy)	\$ 30.61	10/06/2005	10/06/2005	D	13,500	12/16/2005 <sup>(7)</sup>	12/16/2008	Class A Common Stock	13,500
Employee Stock Option (right to buy)	\$ 29	10/06/2005	10/06/2005	D	4,400	01/21/2006 <sup>(8)</sup>	01/21/2009	Class A Common Stock	4,400
Employee Stock	\$ 43.05	10/06/2005	10/06/2005	D	27,000	09/19/2006 <sup>(9)</sup>	09/19/2009	Class A Common	27,000



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- (6) This option, which provided for vesting beginning 9-20-2005, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$310,635, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.
- (7) This option, which provided for vesting beginning 12-16-2005, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$936,765, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.
- (8) This option, which provided for vesting beginning 1-21-2006, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$312,400, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.
- (9) This option, which provided for vesting beginning 9-19-2006, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$1,537,650, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.
- (10) This option, which provided for vesting beginning 10-24-2006, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$534,105, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.
- (11) This option, which provided for vesting beginning 10-29-2007, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$1,215,915.14, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

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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