KNEZ DEBRA SMITH

Form 4

December 02, 2004

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **KNEZ DEBRA SMITH** Issuer Symbol NEIMAN MARCUS GROUP INC (Check all applicable) [NMG.B] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title __X_ Other (specify (Month/Day/Year) below) below) C/O MARK D. BALK. GOULSTON 12/01/2004 Member of Schedule 13D group & STORRS, PC, 400 ATLANTIC **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 02110 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4)

Code V Amount (D) Class B 700 (1) A G Common 12/01/2004 187,056 D Stock

Class B see Common 218,180 I footnotes (2) (3) (4) Stock

(A)

Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Reported

Transaction(s) (Instr. 3 and 4) (Instr. 4)

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-----------------------|------------|---------------|-------------|---------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amou | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative | | ; | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | Securities | | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | · · |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | Expiration | TT: 1 | or | | |
| | | | | | | | Date | Title | | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KNEZ DEBRA SMITH 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

12/02/2004

**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).
- Represents (1) a gift of 350 shares by the reporting person to Debra and Brian Knez 1988 Childrens Trust udt dated December 1, 1988 fbo Jessica M. Knez, of which Brian J. Knez and Mark D. Balk are trustees; and (2) a gift of 350 shares by the reporting person to Debra and Brian Knez 1988 Childrens Trust udt dated December 1, 1988 fbo Andrew P. Knez, of which Brian J. Knez and Mark D. Balk are trustees.
- Reflects the shares held directly and indirectly by the following persons or entities and indirectly by the reporting person: 39,090 shares owned indirectly as a trustee of the Susan F. Smith Grantor Retained Annuity Trust 5 Years udt dated September 1, 1998 fbo Debra Smith Knez; 28,997 shares owned indirectly as trustee of the Susan F. Smith Grantor Retained Annuity Trust 7 Years udt dated August 10, 1994 fbo Debra Smith Knez;
- (3) 6,199 shares owned indirectly by Brian J. Knez, husband of the reporting person, as trustee of the Debra and Brian Knez 1988 Childrens Trust fbo Jessica M. Knez; 6,199 shares owned indirectly by Brian J. Knez as trustee of the Debra and Brian Knez 1988 Childrens Trust fbo Andrew P. Knez; 48,208 shares owned indirectly by the reporting person as trustee of the Debra Smith Knez Insurance Trust; 36,594

Reporting Owners 2

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shares owned indirectly by the reporting person and Brian J. Knez as trustees of the Debra Smith Knez Grantor Retained Annuity Trust;

- 23,803 shares owned indirectly by Brian J. Knez as trustee of the Debra Smith Knez 1998 Grantor Retained Annuity Trust fbo Jessica M. Knez; 23,802 shares owned indirectly by Brian J. Knez as trustee of the Debra Smith Knez 1998 Grantor Retained Annuity Trust fbo
- (4) Andrew P. Knez and 5,287 shares owned directly by Brian J. Knez. The reporting person disclaims beneficial ownership of 65,291 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.