

BERYLSON AMY SMITH
Form 4/A
December 30, 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 *
BERYLSON AMY SMITH

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)
C/O MARK D. BALK, GOULSTON & STORRS, PC, 400 ATLANTIC AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2004

____ Director
____ Officer (give title below) Other (specify below)
Member of Schedule 13D group

(Street)
BOSTON, MA 02110

4. If Amendment, Date Original Filed(Month/Day/Year)
12/30/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 or Disposed of (A) or (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class B Common Stock | 12/28/2004 | | G | V 15,500 (1) A \$ 66.4 | 174,418 | D | |
| Class B Common Stock | | | | | 266,339 | I | See footnotes (2) (3) (4) |

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

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SEC 1474 (9-02)

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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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 AMY 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, 12/30/2004
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 a gift of 15,500 shares by the reporting person to Amy Smith and John G. Berylson Charitable Foundation, of which the reporting person is a trustee.

(2) Reflects the shares owned directly or 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 Amy Smith Berylson; 96 shares owned directly by John G. Berylson, the husband of the reporting person; 5,376 shares owned indirectly by John G. Berylson as trustee of the J-J-E 1988 Trust udt dated November 1, 1988 fbo Jennifer L. Berylson; 5,376 shares owned indirectly by John G. Berylson as trustee of the J-J-E 1988 Trust udt dated November 1, 1988 fbo James T. Berylson; 5,376 shares owned indirectly by John G. Berylson as trustee of the J-J-E 1988 Trust udt dated November 1, 1988 fbo Elizabeth S. Berylson;

(3) 18,078 shares owned indirectly by John G. Berylson as trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust fbo Jennifer L. Berylson; 18,078 shares owned indirectly by John G. Berylson as trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust fbo Elizabeth S. Berylson; 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. Berylson; 59,529 shares owned indirectly by John G. Berylson and the reporting person as trustees of the Amy Smith Berylson Grantor Retained Annuity Trust; 48,208 shares owned indirectly by the reporting person as trustee of the Amy Smith Berylson Insurance Trust;

- (4) 6,685 shares owned directly by Jennifer L. Berylson, the daughter of the reporting person; 6,686 shares owned indirectly by John G. Berylson and Amy Smith Berylson as guardians for James T. Berylson, the son of the reporting person; and 6,686 shares owned indirectly by John G. Berylson and the reporting person as guardians for Elizabeth S. Berylson, the daughter of the reporting person; 28,997 shares owned indirectly as trustee of the Susan F. Smith Grantor Retained Annuity Trust 7 Years udt dated August 10, 1994 fbo Amy Smith Berylson. The reporting person disclaims beneficial ownership of 90,515 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.

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