

KNEZ DEBRA SMITH
 Form 4
 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 *
KNEZ DEBRA 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)
12/27/2004

____ 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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class B Common Stock | 12/27/2004 | | G | V <u>31,000</u> ⁽¹⁾ D \$ 67.19 | 156,056 | D | |
| Class B Common Stock | | | | | 218,180 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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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- 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.