

O REILLY VINCENT M  
Form 5  
August 28, 2002

**FORM 5**  
UNITED STATES SECURITIES AND  
EXCHANGE  
COMMISSION

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

1(b).  Form 3 Holdings Reported  
 Form 4 Transactions Reported  
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(f) of the Investment Company Act of 1940

**OMB APPROVAL**

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(Print or Type Response)

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><br><b>O'Reilly Vincent M.</b><br>(Last) (First) (Middle)<br><br>c/o The Neiman Marcus Group, Inc.<br>1618 Main Street | 2. Issuer Name and Ticker or Trading Symbol<br><br>The Neiman Marcus Group, Inc.<br>(NMG.A and NMG.B)               | 6. Relationship of Reporting Person(s) to Issuer (check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10%<br>Owner<br><input type="checkbox"/> Officer _____ Other<br>(specify below) |
| (Street)<br><br>Dallas Texas 75201   | 3. IRS or Social Security Number of Reporting Persons (Voluntary)<br><br>4. Statement for Month/Year<br>August 2002 | 7. Individual or Joint/Group Reporting (Check Applicable)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person      |
| (City) (State) (Zip)   | 5. If Amendment, Date of Original (Month/Year)  |   |

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (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 at the End of Issuer's | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--------------------------------|---|---|--|---|
|                                 |                                      | Code                           | V   |   |  |   |

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|                            |  |  | Amount (A) or<br>(D) Price | Fiscal Year<br>(Instr. 3 and<br>4) |   |           |
|----------------------------|--|--|----------------------------|------------------------------------|---|-----------|
| Class A<br>Common<br>Stock |  |  |                            | 800                                | D |           |
| Class B<br>Common<br>Stock |  |  |                            | 218                                | I | By Spouse |
|                            |  |  |                            |                                    |   |           |
|                            |  |  |                            |                                    |   |           |
|                            |  |  |                            |                                    |   |           |

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).

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title<br>of Deriv-<br>ative Sec-<br>urity<br>(Instr. 3) | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Deriv-<br>ative<br>Security | 3. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year) | 4. Transac-<br>Code<br>(Instr. 8) | 5. Number<br>of Deriv-<br>ative secur-<br>ities Acq-<br>quired (A)<br>or Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exer-<br>cisable and Ex-<br>piration Date<br><br>(Month/Day/<br>Year) |                         | 7. Title and Amount<br>of Underlying Sec-<br>urities<br>(Instr. 3 and 4) | 8. Price<br>of Deriv-<br>ative<br>Secur-<br>ity<br>(Instr.<br>5) | 9. Num-<br>ber of Deriva-<br>tive Secur-<br>ities<br>Beneficially<br>Owned<br>at End<br>of<br>Year<br>(Instr. 4) | 10. Own-<br>ership<br>Form of<br>Deriva-<br>tive Sec-<br>urity:<br>Direct<br>(D) or<br>Indirect<br>(i)<br>Instr. 4 |
|--|--|---|-----------------------------------|---|-----|---|-------------------------|--|--|--|--|
|  |  |   |                                   | (A)   | (D) | Date<br>Exer-<br>cisable  | Expira-<br>tion<br>Date |  |  |  |  |
| Phantom<br>Stock<br>Units(1)                               | n/a  | 10/31/01  | A                                 | 183.581   |     | (1)   |                         | Class A Common<br>Stock 183.581(2)                                       | \$27.236   |  | D  |
| Phantom<br>Stock<br>Units(1)                               | n/a  | 01/31/02  | A                                 | 145.058   |     | (1)   |                         | Class A Common<br>Stock 145.058(2)                                       | \$34.469   |  | D  |
| Phantom<br>Stock<br>Units(1)                               | n/a  | 04/30/02  | A                                 | 135.881   |     | (1)   |                         | Class A Common<br>Stock 135.881(2)                                       | \$36.797   |  | D  |
| Phantom<br>Stock<br>Units(1)                               | n/a  | 08/03/02  | A                                 | 181.068   |     | (1)   |                         | Class A Common<br>Stock 181.068(2)                                       | \$27.614   | 2,997.45   | D  |
|  |  |   |                                   |   |     |   |                         |  |  |  |  |

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

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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) Represents Mandatory Deferred Units.

\*\* Intentional misstatements or omission of facts constitute Federal Criminal Violations. See 18 U.S. 1001 and 15 U.S.C. 78ff(a). Vincent M. O'Reilly Aug. 23, 2002  
\*\*Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedures. 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.