

PHALEN MIRIAM GRINBERG
Form 4
June 06, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PHALEN MIRIAM GRINBERG

(Last) (First) (Middle)

C/O MOVADO GROUP, INC., 650 FROM ROAD

(Street)

PARAMUS, NJ 07652

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOVADO GROUP INC [MOV]

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2006

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 5) | | | | | | |
|----------------------------|------------------------------------|------------------|------------|---|------------|-----|---------------------|--------------------|-----------------|--|---------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 600 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 600 | \$ 23.2 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 400 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 400 | \$ 23. |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 300 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 300 | \$ 23.3 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 300 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 300 | \$ 23.3 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 100 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 100 | \$ 23.3 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 600 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 600 | \$ 23.3 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 200 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 200 | \$ 23.3 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 300 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 300 | \$ 23.3 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 200 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 200 | \$ 23. |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 100 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 100 | \$ 23.4 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 200 | | <u>(2)</u> | <u>(3)</u> | Common Stock | 200 | \$ 23.4 |
| Class A Common Stock | <u>(1)</u> | 06/05/2006 | S | | 400 | | <u>(2)</u> | <u>(3)</u> | Common | 400 | \$ 23.5 |

| | | | | | | |
|----------------------------|-----|-----|-----|-----------------|-------|---|
| Common Stock | | | | | Stock | |
| Class A Common Stock | (1) | (2) | (3) | Common Stock | | 0 |
| Class A Common Stock | (1) | (2) | (3) | Common Stock | | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PHALEN MIRIAM GRINBERG C/O MOVADO GROUP, INC. 650 FROM ROAD PARAMUS, NJ 07652 | | | X | |

Signatures

/s/ Miriam G.
Phalen

04/03/2006

**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) 1 for 1
- (2) Immediately
- (3) Not Applicable

- (4) The reporting person also has an indirect pecuniary interest in an additional 509,990 shares of Class A Common Stock, of which (i) 184,356 are owned by a trust and 287,634 are owned by another trust, for both of which trusts the reporting person is the beneficiary and (ii) 38,000 are owned by CAP I Partners, L.P. in which the reporting person is a limited partner. The reporting person disclaims beneficial ownership of the shares held by CAP I Partners, L.P., except to the extent of her pecuniary interest therein.
- (5) By Adrian Phalen Trust
- (6) By Nathan Phalen Trust.

Remarks:

Form 2 of 2 Form 4's

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.