

NEIMAN MARCUS GROUP INC
 Form 4
 September 24, 2002

UNITED STATES SECURITIES AND
 EXCHANGE
 COMMISSION

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
 OMB

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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

(Print or Type Response)

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* Frasch Ronald L. (Last) (First) (Middle) The Neiman Marcus Group, Inc. 1618 Main St. | 2. Issuer Name and Ticker or Trading Symbol The Neiman Marcus Group, Inc. (NMG.A) 3. IRS or Social Security Number of Reporting Persons (Voluntary) | 6. Relationship of Reporting Person(s) to Issuer (check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer Other (specify below) Chairman and CEO - Bergdorf Goodman |
| (Street) Dallas Texas 75201 | 4. Statement for Month/Day/Year September 20, 2002 | 7. Individual or Joint/Group Filing (Check Applicable) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip) | 5. If Amendment, Date of Original (Month/Day/Year) | |

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

| 1. Title of Security | 2. Transaction Date (Month/Day/) | 2A. Deemed Execution Date, if Any | 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) | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|----------------------------------|-----------------------------------|--------------------------------|---|--|---|--|
|----------------------|----------------------------------|-----------------------------------|--------------------------------|---|--|---|--|

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| Year) | Code | V | Amount (A) or (D) Price | (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
|-------|------|---|-------------------------|------------------|------------|------------|
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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 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) Code V | 5. Number of Derivative securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exer- siable Expira- tion Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Num- ber of Shares | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--|---|---|---|---|--|
| Nonqualified Stock Option (1) | \$30.97 | 9-20-02 | 9-20-02 | A | 20,000 | (1) 9-20-2008 | Class A Common Stock 20,000 | \$30.97 | |
| Right to Receive Purchased Restricted Stock or Nonqualified Stock Option (2) | (2) | 9-20-02 | 9-20-02 | A | 14,000 | (2) | Class A Common Stock 14,000 | (2) | 9 |

Explanation of Responses:

(1) Option granted pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan, which includes tax withholding rights. Option vests on the third anniversary date of the grant and expires six years from the date of grant.

(2) Represents the right to elect to receive either purchased restricted stock ("PRS") or to receive nonqualified stock

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options pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan in a transaction exempt from Section 16(b) under Rule 16b-3. PRS is purchased at 50 percent of the fair market value on the date of the award and is subject to repurchase by the Company until the third anniversary date of the award in the event of the recipient's termination of employment. Nonqualified stock options are granted at fair market value on the date of the award, vest on the third anniversary date of the award and expire on the sixth anniversary date of the award.

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| ** Intentional misstatements or omission of facts constitute Federal Criminal Violations. See 18 U.S. 1001 and 15 U.S.C. 78ff(a). | <u> Ronald L. </u> <u> Frasch </u> | <u> September 24 </u> <u> 2002 </u> |
| | **Signature of Reporting Person | Date |

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedures.