

HOFFMAN BRENDAN
Form 4
January 22, 2003

FORM 4

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

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

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Check this box if
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subject to
Section 16. Form
4 or
Form 5
obligations may
continue.
See Instruction
1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting to Issuer (Check all applicable)				
HOFFMAN BRENDAN			The Neiman Marcus Group, Inc. (NMG.A)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Office Other (specify title below) President and CEO, Neiman Marcus Direct				
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group (Check Applicable Line)			
					January 21, 2003		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
c/o The Neiman Marcus Group, Inc. 1618 Main Street					5. If Amendment, Date of Original (Month/Day/Year)					
(Street)										
Dallas Texas 75201										
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)			2. Transaction Date	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	6. Ownership Form: Direct (D) or	7.

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	(Month/ Day/ Year)	(Month/ Day/ Year)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)	Indirect (Instr. 4)
Common Stock, Class A							1,067	D
Common Stock, Class A (11/99 Restricted)							1,000	D
Common Stock, Class A (9/02 Restricted)							2,500	D
Common Stock, Class A (1/03 PRS) (1)	1-21-03	1-21-03	A	2,200	A	\$14.50	2,200	D
Common Stock, Class A (1/03 Restricted) (2)	1-21-03	1-21-03	A	1,320	A		1,320	D

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).

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(Over)
SEC 1474
(9-02)

FORM 4 (continued)		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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	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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	Security	Year)	(Month/ Day/ Year)			(A) or Dis- posed of (D) (Instr. 3, 4 and 5)		Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	(In 5)
				Code	V	(A)	(D)					
Nonqualified Stock Option (right to buy)(3)	\$29.00	1-21-03	1-21-03	A		4,400		1-21-06	1-21-09	Common Stock, Class A	4,400	\$29.00

Explanation of Responses:

- (1) Purchased Restricted Stock ("PRS") awarded pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan, which includes tax withholding rights, 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.
- (2) Restricted Stock awarded pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan, which includes tax withholding rights, in a transaction exempt from Section 16(b) under Rule 16b-3. Restrictions lapse three years from the date of the award.
- (3) Option granted pursuant to The Neiman Marcus Group, Inc. 1997 Incentive Plan, which includes tax withholding rights. Option vests three years from the date of the grant and expires on the sixth anniversary date of the grant.

/s/ Brendan Hoffman

January 22, 2003

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See

**Signature of Reporting Person

Date

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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