

NEIMAN MARCUS GROUP INC

Form 4

October 11, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TANSKY BURTON M

(Last) (First) (Middle)

THE NEIMAN MARCUS GROUP,
INC., 1618 MAIN STREET

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

NEIMAN MARCUS GROUP INC
[NMGA]

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

10/06/2005

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock, Class A	10/06/2005	10/06/2005	D		143,447	D	100 (1)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: NEIMAN MARCUS GROUP INC - Form 4

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Employee Stock Option (right to buy)	\$ 33.375	10/06/2005	10/06/2005	D	10,000	09/10/1997 ⁽²⁾	09/10/2006	Class A Common Stock	10
Employee Stock Option (right to buy)	\$ 32.9375	10/06/2005	10/06/2005	D	20,200	09/09/1998 ⁽³⁾	09/09/2007	Class A Common Stock	20
Employee Stock Option (right to buy)	\$ 24.8125	10/06/2005	10/06/2005	D	30,000	09/17/1999 ⁽⁴⁾	09/17/2008	Class A Common Stock	30
Employee Stock Option (right to buy)	\$ 24.9375	10/06/2005	10/06/2005	D	25,000	12/02/1999 ⁽⁵⁾	12/02/2008	Class A Common Stock	25
Employee Stock Option (right to buy)	\$ 23.125	10/06/2005	10/06/2005	D	30,000	10/06/2000 ⁽⁶⁾	10/06/2009	Class A Common Stock	30
Employee Stock Option (right to buy)	\$ 23.1875	10/06/2005	10/06/2005	D	110,000	11/03/2000 ⁽⁷⁾	11/03/2009	Class A Common Stock	11
Employee Stock Option (right to buy)	\$ 35.625	10/06/2005	10/06/2005	D	63,000	09/22/2001 ⁽⁸⁾	09/22/2010	Class A Common Stock	63
Employee Stock Option	\$ 36.5	10/06/2005	10/06/2005	D	25,000	05/15/2002 ⁽⁹⁾	05/15/2011	Class A Common Stock	25

(right to
buy)

Employee

Stock

Option
(right to
buy)

\$ 24.5

10/06/2005

10/06/2005

D

30,000

09/21/2002⁽¹⁰⁾

09/21/2011

Class A
Common
Stock

30

Employee

Stock

Option
(right to
buy)

\$ 30.97

10/06/2005

10/06/2005

D

70,000

09/20/2005⁽¹¹⁾

09/20/2008

Class A
Common
Stock

70

Employee

Stock

Option
(right to
buy)

\$ 43.05

10/06/2005

10/06/2005

D

76,000

09/19/2006⁽¹²⁾

09/19/2009

Class A
Common
Stock

70

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TANSKY BURTON M THE NEIMAN MARCUS GROUP, INC. 1618 MAIN STREET DALLAS, TX 75201	X		President and CEO	

Signatures

Burton M.
Tansky

10/11/2005

**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) The Class A Common Stock reported herein represents shares issued to the reporting person as restricted, purchased restricted stock, restricted units or purchased restricted stock units pursuant to certain of The Neiman Marcus Group's incentive plans that were disposed of pursuant to the merger agreement among The Neiman Marcus Group, Inc., Newton Acquisition, Inc. and Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$100.00 per share or unit, as applicable.

(2) This option, which provided for vesting in five annual installments beginning 9-10-1997, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$666,250, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

(3) This option, which provided for vesting in five annual installments beginning 9-9-1998, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$1,354,662.50, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

(4)

Edgar Filing: NEIMAN MARCUS GROUP INC - Form 4

This option, which provided for vesting in five annual installments beginning 9-17-1999, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$2,255,625, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (5) This option, which provided for vesting in five annual installments beginning 12-02-1999, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$1,876,562.50, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (6) This option, which provided for vesting in five annual installments beginning 10-06-2000, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$2,306,250, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (7) This option, which provided for vesting in five annual installments beginning 11-03-2000, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$8,449,375, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (8) This option, which provided for vesting in five annual installments beginning 9-22-2001, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$4,055,625, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (9) This option, which provided for vesting in five annual installments beginning 5-15-2002, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$1,587,500, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (10) This option, which provided for vesting in five annual installments beginning 9-21-2002, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$2,265,000, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (11) This option, which provided for vesting beginning 9-20-2005, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$4,832,100, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

- (12) This option, which provided for vesting beginning 9-19-2006, was cancelled in connection with the merger with Newton Acquisition Merger Sub, Inc. in exchange for a cash payment of \$4,328,200, representing the difference between the exercise price of the option and the per share merger consideration payable in connection with the merger, i.e. \$100.00 per share.

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.