

KNEZ DEBRA SMITH
 Form 4/A
 December 30, 2004

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

OMB APPROVAL
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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 *
 KNEZ DEBRA SMITH

2. Issuer Name and Ticker or Trading Symbol
 NEIMAN MARCUS GROUP INC
 [NMG.B]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O MARK D. BALK, GOULSTON & STORRS, PC, 400 ATLANTIC AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2004

____ Director
 ____ Officer (give title below) Other (specify below)
 Member of Schedule 13D group

(Street)
 BOSTON, MA 02110

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/30/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Disposed of (A) or (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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class B Common Stock | 12/28/2004 | | G V | 31,000 (1) | \$ 66.4 | D | |
| Class B Common Stock | | | | | 218,180 | I | See footnotes (2) (3) (4) |

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

SEC 1474 (9-02)

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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) | 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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| KNEZ DEBRA SMITH C/O MARK D. BALK, GOULSTON & STORRS, PC 400 ATLANTIC AVENUE BOSTON, MA 02110 | | | | Member of Schedule 13D group |

Signatures

/s/ Mark D. Balk, 12/30/2004
Attorney-in-Fact

**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) Represents a gift of 31,000 shares by the reporting person to Knez Family Charitable Foundation, of which the reporting person is a trustee.
- (2) Reflects the shares held directly and indirectly by the following persons or entities and indirectly by the reporting person: 39,090 shares owned indirectly as a trustee of the Susan F. Smith Grantor Retained Annuity Trust 5 Years udt dated September 1, 1998 fbo Debra Smith Knez; 28,997 shares owned indirectly as trustee of the Susan F. Smith Grantor Retained Annuity Trust 7 Years udt dated August 10, 1994 fbo Debra Smith Knez;
- (3) 6,199 shares owned indirectly by Brian J. Knez, husband of the reporting person, as trustee of the Debra and Brian Knez 1988 Childrens Trust fbo Jessica M. Knez; 6,199 shares owned indirectly by Brian J. Knez as trustee of the Debra and Brian Knez 1988 Childrens Trust fbo Andrew P. Knez; 48,208 shares owned indirectly by the reporting person as trustee of the Debra Smith Knez Insurance Trust; 36,594 shares owned indirectly by the reporting person and Brian J. Knez as trustees of the Debra Smith Knez Grantor Retained Annuity Trust;

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- 23,803 shares owned indirectly by Brian J. Knez as trustee of the Debra Smith Knez 1998 Grantor Retained Annuity Trust fbo Jessica M. Knez; 23,802 shares owned indirectly by Brian J. Knez as trustee of the Debra Smith Knez 1998 Grantor Retained Annuity Trust fbo
- (4) Andrew P. Knez and 5,287 shares owned directly by Brian J. Knez. The reporting person disclaims beneficial ownership of 65,291 of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.