

KATZ KAREN
 Form 4/A
 November 29, 2002

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

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).

(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) | | | | |
| KATZ KAREN | | | The Neiman Marcus Group, Inc. (NMG.A) | | | <input type="checkbox"/> Director <input 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) | | | |
| | | | c/o The Neiman Marcus Group, Inc. 1618 Main Street | | November 20, 2002 | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (Street) | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | November 22, 2002 | | | |
| Dallas Texas 75201 | | | | | | | | | | |
| (City) (State) (Zip) | | | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially | | | | | | | |
| 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. |

Edgar Filing: KATZ KAREN - Form 4/A

| | (Month/ Day/ Year) | (Month/ Day/ Year) | Code V | Amount | (A) or (D) | Price | Followed Reported Transaction(s) (Instr. 4) (Instr. 3 and 4) | Indirect (Instr. 4) |
|--|--------------------------|--------------------------|--------|--------|------------------|----------|---|------------------------|
| Common Stock, Class A | | | | | | | 7,985 | D |
| Common Stock, Class A (11/99 Restricted) | | | | | | | 2,800 | D |
| Common Stock, Class A (9/97 PARS) | | | | | | | 1,600 | D |
| Common Stock, Class A (9/98 PARS) | | | | | | | 2,500 | D |
| Common Stock, Class A (10/99 PARS) | | | | | | | 2,000 | D |
| Common Stock, Class A (11/02 PRS) (1) | 11-20-02 | 11-20-02 | A | 14,000 | A | \$15.185 | 14,000 | D |
| Common Stock, Class A (11/02 Restricted) (2) | 11-20-02 | 11-20-02 | A | 6,300 | A | | 6,300 | 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).

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.

(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 | 9. |

Edgar Filing: KATZ KAREN - Form 4/A

| | 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 | (Instr. 5) |
|---|----------|-------|--------------------------|---|---|-----|-----|--------------------------|-------------------------|-------|--|---------------|
| | | | | Code | V | (A) | (D) | | | | | |
|) | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |

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. (The vesting schedule was previously reported as lapsing 20% on the anniversary date of the award in years 2003 through 2007.)

/s/ Karen Katz

November 29,
2002

** 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.

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.