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NEIMAN MARCUS GROUP INC

Form 4

September 24, 2002

UNITED STATES SECURITIES AND

FORM 4

EXCHANGE COMMISSION

[] Check this box if no

longer

Washington, D.C. 20549

subject to Section 16.

Form 4

STATEMENT OF CHANGES IN **BENEFICIAL OWNERSHIP**

APPROVAL

OMB

or Form 5 obligations may

continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange No. 1(b).

Act of 1934, Section 17(a) of the Public Utility Holding Company Act 2005

of 1935

or Section 30(f) of the Investment Company Act of 1940

Expires: January 31,

OMB

Estimated average

3235-0287

burden

hours per

response: .05

(Print or Type Response)

1. Name and Address of Reporting Person*				6. Relationship of Reporting Person(s) to Issuer (check all applicable)		
Frasch	Ronald	L.		Director	10%	
(Last)	(First)	(Middle)	The Neiman Marcus	Owner		
			Group, Inc.	X Officer	Other	
The Neim 1618 Mair	an Marcus G	roup, Inc.	(NMG.A) 3. IRS or Social Security Number of Reporting Persons (Voluntary)	(specify Chairman and C Goodman	below) CEO - Bergdorf	
	(Street)		4. Statement for Month/Day/Year	7. Individual or Joi (Check Applicable)		
Dallas	Texas	75201	September 20, 2002		by One Reporting	
				Person Form filed b Reporting Person	y More than One	
(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	2. Trans-	2A.	3. Transaction	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	action	Deemed	Code	Acquired (A)	Securities	Form:	Indirect
	Date	Execution	(Instr. 8)	or Disposed	Beneficially	Direct (D)	Bene-
		Date, if		of (D)	Owned	or Indirect	ficial
		Any		(Instr. 3, 4	Following	(I)	Ownership
	(Month/			and 5)	Reported		
	Day/				Transaction(s)		

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Year)	Code V		(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
		Amount (A) or (D) Price			

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

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

1. Title	2. Conver-	3. Trans-	3A.	4. Transac-	5. Number	6. Date Exer-	7. Title and Amount	8. Price	9. N
of Deriv-	sion or	action	Deemed	Code	of Deriv-	cisable and Ex-	of Underlying Sec-	of	of
ative Sec-	Exercise	Date	Execution	(Instr. 8)	ative secur-	piration Date	urities	Deriv-	Der
urity	Price of		Date, if		ities Acq-		(Instr. 3 and 4)	ative	Sec
(Instr. 3)	Deriv-		any		quired (A)			Secur-	Ben
	ative				or Disposed			ity	Ow
	Security	(Month/	(Month/		of (D)	(Month/Day/			Foll
		Day/	Day/		(Instr. 3, 4	Year)			Rep
		Year)	Year)		and 5)				Tra
							Amount		acti
						Date Expira-	or Num-		(Ins
						Exer- tion	ber of	(Instr.5)	
				Code V	(A) (D)	siable Date	Title Shares		
Nonqualified							Class A		
Stock							Common		
Option (1)	\$30.97	9-20-02	9-20-02	A	20,000	(1) 9-20-2008	Stock 20,000	\$30.97	
Right to									
Receive									
Purchased									
Restricted									
Stock or									
Nonqualified							Class A		
Stock Option							Common		
(2)	(2)	9-20-02	9-20-02	A	14,000	(2)	Stock 14,000	(2)	Ģ

Explanation of Responses:

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

⁽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.

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

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