

SAMPSON GERALD A
Form 4
June 28, 2002

UNITED STATES SECURITIES AND
EXCHANGE
COMMISSION

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations my continue. See Instruction 1(b).

Washington, D.C. 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(f) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Response)

| | | |
|--|--|---|
| <p>1. Name and Address of Reporting Person*</p> <p>Sampson Gerald A. (Last) (First) (Middle)</p> <p>The Neiman Marcus Group, Inc. 1618 Main St.</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>The Neiman Marcus Group, Inc. (NMG.A)</p> <p>3. IRS or Social Security Number of Reporting Persons (Voluntary)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (check all applicable)</p> <p>Director 10% Owner X Officer Other (specify below)</p> <p>President and COO, Neiman Marcus Stores</p> |
| <p>(Street)</p> <p>Dallas Texas 75201</p> | <p>4. Statement for Month/Year</p> <p>June 2002</p> | <p>7. Individual or Joint/Group Filing (Check Applicable)</p> <p>X Form filed by One Reporting Person Form filed by More than One Reporting Person</p> |
| <p>(City) (State) (Zip)</p> | <p>5. If Amendment, Date of Original (Month/Year)</p> | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Transaction Date (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 at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------|--------------------------------------|--------------------------------|---|---|--|---|
| | | | Amount (A) or Price (D) | | | |

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|--|-----------|---|--|--------|---|-----------|--------|---|--|
| Common Stock, Class A | 6-17-2002 | M | | 7,500 | A | \$24.8125 | | D | |
| Common Stock, Class A | 6-17-2002 | M | | 1,920 | A | \$23.125 | | D | |
| Common Stock, Class A | 6-17-2002 | M | | 26,000 | A | \$23.1875 | 72,676 | D | |
| Common Stock, Class A (11/99 Restricted) | | | | | | | 6,000 | D | |
| Common Stock, Class A (9/97 PARS) | | | | | | | 3,800 | D | |
| Common Stock, Class A (9/98 PARS) | | | | | | | 4,800 | D | |
| Common Stock, Class A (10/99 PARS) | | | | | | | 1,900 | 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).

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) | 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 Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form: Derivative Security: Direct (D) or Indirect (i) (Instr. 4) |
|--|--|--------------------------------------|--------------------------------|---|--|-----|--|-----------------------|---|----------------------------|--|--|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option(1) | \$24.8125 | 6-17-2002 | M | | 7,500 | | (1) 9-17-2008 | Common Stock, Class A | 7,500 | \$24.8125 | | | D |
| Employee Stock Option (1) | \$23.125 | 6-17-2002 | M | | 1,920 | | (1) 10-6-2009 | Common Stock Class A | 1,920 | \$23.125 | | | D |
| Employee Stock Option (1) | \$23.1875 | 6-17-2002 | M | | 26,000 | | (1) 11-3-2009 | Common Stock Class A | 26,000 | \$23.1875 | 107,480 | | D |

| | | | | | | | | | |
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Explanation of Responses:

- (1) Option granted pursuant to The Neiman Marcus Group, Inc. 1997 Stock Plan that includes tax withholding rights. Options vest at a rate of 20% per year beginning on the first anniversary date of the grant.

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 person, *see* Instruction 4(b)(v).
Gerald A. Sampson June 28, 2002
 **Signature of Reporting Date

** Intentional misstatements or omission of Person facts constitute Federal Criminal Violations. See 18 U.S. 1001 and 15 U.S.C. 78ff(a).

If space is insufficient, *see* Instruction 6 for procedures.