NEIMAN MARCUS GROUP INC Form SC 13D/A March 15, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 13)1

The Neiman Marcus Group, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share Class B Common Stock, par value \$0.01 per share

(Title of Class of Securities)

640204 20 2 640204 30 1

(CUSIP Number)

Henry Horbaczewski
Reed Elsevier Inc. & Harcourt General, Inc.
125 Park Avenue, 23rd Floor
New York, New York 10017
(212) 309-5498

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 11, 2002

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [_].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject

class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIE	No. 6402 6402	204 20 204 30		13D			Page 2 of 19
1			TING PERSON FICATION NO		PERSONS (ENT	ITIES ONLY)	
			IONAL P.L.C fication No				
2	CHECK THI	E APPI	ROPRIATE BO	X IF A MEMBE	R OF A GROUP		ctions) (a) [_] (b) [_]
3	SEC USE (ONLY					
4	SOURCE O	F FUNI	OS (See Ins	tructions)			
	00						
5			DISCLOSURE FEMS 2(d) O		CEEDINGS IS	REQUIRED	[_]
6	CITIZENS	HIP OF	R PLACE OF	ORGANIZATION	T		
	England						
		7	SOLE VOTI	NG POWER			
NUMBER OF SHARES BENEFICIALLY				ommon Stock:			
		8	SHARED VO	TING POWER			
	IED BY	Class A Common Stock: 4,243,942					
E	EACH	9	SOLE DISP	OSITIVE POWE	R		
REF	ORTING			ommon Stock:			

	PERSON								
		10 SHARED	DISPOSIT	IVE PO	WER				
	WITH		A Common B Common		4,243,94 0	2			
11	AGGREGATE	AMOUNT BENER	FICIALLY	OWNED I	BY EACH R	EPORTING	PERSON		
		ommon Stock:		ŧ2					
12	CHECK BOX	IF THE AGGRI	EGATE AMC	UNT IN	ROW (11)	EXCLUDES	CERTA	IN SHARES	5
	(See Inst	ructions)						[_]	
13	PERCENT O	F CLASS REPRI	ESENTED E	Y AMOUI	NT IN ROW	(11)			
		ommon Stock:							
14	TYPE OF R	EPORTING PERS	SON						
	CO								
CUS	IP No. 6402 6402	04 20 2 04 30 1		13D				Page 3 oi	f 19
1		EPORTING PERS		ABOVE I	PERSONS (ENTITIES	ONLY)		
	ELSEVIER I.R.S. Id	NV entification	No N/	'A					
2	CHECK THE	APPROPRIATE I	BOX IF A	MEMBER	OF A GRO	UP (See I	nstruc	tions)	
								(a) (b)	[]
3	SEC USE ON	LY							
4	SOURCE OF	FUNDS (See In	nstructic	ns)					
	N/A								
5	CHECK BOX	IF DISCLOSU	RE OF LEG	AL PRO	CEEDINGS	IS REQUIR	ED		

PURSUANT TO ITEMS 2(d) OR 2(e)

[_]

6 CITIZENSE	HIP OR	PLACE OF ORGANIZATION	
The Neth	nerlan	ds	
	7	SOLE VOTING POWER	
NUMBER OF			
NUMBER OF		Class A Common Stock: 0 Class B Common Stock: 0	
SHARES		OUADED HOWEING DOWED	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED DV		Class A Common Stock: 4,243,9	42
OWNED BY		Class B Common Stock: 0	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		Class A Common Stock: 0	
PERSON		Class B Common Stock: 0	
FERSON	10	SHARED DISPOSITIVE POWER	
WITH		Class A Common Stock: 4,243,9	42
		Class B Common Stock: 0	72
11 AGGREGAT	TE AMO	JNT BENEFICIALLY OWNED BY EACH	REPORTING PERSON
Class A	Commoi	n Stock: 4,243,942	
		Stock: 0	
12 CHECK BO	OX IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
			[_]
(See Ins	struct	ions)	,
13 PERCENT	OF CL	ASS REPRESENTED BY AMOUNT IN RO	W (11)
			, ,
		n Stock: 15.3% n Stock: 0%	
14 TYPE OF	REPOR'	TING PERSON	
CO			
CUSIP No. 640	0204 20) 2	
	0204 3		Page 4 of 19

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
REED ELSEVIER plc

I.R.S. Identification No. - N/A

CHECK 7	THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instr	uctions)
		(a) []
		(b) []
SEC USI	E ONLY	
SOURCE	OF FUNDS (See Instructions)	
27./2		
N/A		
	BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED NT TO ITEMS 2(d) OR 2(e)	[_]
CITIZE	NSHIP OR PLACE OF ORGANIZATION	
England	i i	
	7 SOLE VOTING POWER	
NUMBER OF	Class A Common Stock: 4,243,942	
SHARES	Class B Common Stock: 0	
ENEFICIALLY	8 SHARED VOTING POWER	
OWNED BY	Class A Common Stock: 0 Class B Common Stock: 0	
EACH	9 SOLE DISPOSITIVE POWER	
REPORTING	Class A Common Stock: 4,243,942 Class B Common Stock: 0	
PERSON	10 SHARED DISPOSITIVE POWER	
WITH		
	Class A Common Stock: 0 Class B Common Stock: 0	
1 AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N
	A Common Stock: 4,243,942	
Class I	3 Common Stock: 0	
	BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT	

	(See Instructions)	[_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	Class A Common Stock: 15.3% Class B Common Stock: 0%	
14	TYPE OF REPORTING PERSON	
	СО	
CUS	IP No. 640204 20 2 640204 30 1 13D	Page 5 of 19
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	REED ELSEVIER HOLDINGS BV I.R.S. Identification No N/A	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Insti	ructions)
		(a) [] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	The Netherlands	
	7 SOLE VOTING POWER	
N	UMBER OF Class A Common Stock: 4,243,942 Class B Common Stock: 0	

SI	HARES			
BENEI	FICIALLY	8	SHARED VOTING POWER	
DDIVIDI			Class A Common Stock: 0	
IWO	NED BY		Class B Common Stock: 0	
Ι	EACH	9	SOLE DISPOSITIVE POWER	
REI	PORTING		Class A Common Stock: 4,243,942 Class B Common Stock: 0	
PI	ERSON	10	SHARED DISPOSITIVE POWER	
L	WITH	10	SHARED DISPOSITIVE FOWER	
			Class A Common Stock: 0 Class B Common Stock: 0	
11	AGGREGATE	AMOUI	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1
	Class A Co	ommon	Stock: 4,243,942	
	Class B Co			
12	CHECK BOX	IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTA	AIN SHARES
				[_]
	(See Inst	ructi	ons)	
13	PERCENT OF	CLA:	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Class A Co	ommon	Stock: 15.3%	
	Class B Co	ommon	Stock: 0%	
14	TYPE OF RI	EPORT	ING PERSON	
	CO			
CUSI	P No. 64020	04 20	2	
	64020	04 30	1 13D	Page 6 of 19
1			ING PERSONS ICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	REED ELSEV	JIER (OVERSEAS BV	
	I.R.S. Ide	entif	cation No N/A	
2	CHECK THE	APPR	DPRIATE BOX IF A MEMBER OF A GROUP (See Instr	uctions)
_				
				(a) [] (b) []

3 SEC USE ONLY

14 TYPE OF REPORTING PERSON

4	SOURCE OF	FUND	S (See Instructions)	
	N/A			
5			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED [_]	
6	CITIZENSH	IP OR	PLACE OF ORGANIZATION	
	The Nethe	rland	.s	
		7	SOLE VOTING POWER	
	IBER OF		Class A Common Stock: 4,243,942 Class B Common Stock: 0	
	IARES	8	SHARED VOTING POWER	
BENEF	CIALLY		Class A Common Stock: 0	
OWN	IED BY		Class B Common Stock: 0	
E	CACH	9	SOLE DISPOSITIVE POWER	
REF	ORTING		Class A Common Stock: 4,243,942 Class B Common Stock: 0	
PE	RSON			
₩.	/ITH	10	SHARED DISPOSITIVE POWER	
			Class A Common Stock: 0 Class B Common Stock: 0	
11	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	Class A Co		Stock: 4,243,942 Stock: 0	
12	CHECK BOX	IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE	S
	(See Inst	ructi	ons)	
13	PERCENT O	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
			Stock: 15.3% Stock: 0%	

CUSIP No. 6	40204 20 40204 30		13D	Page 7 of 19
I.R.S. REED E	IDENTIE LSEVIER	U.S. HOLDII	S. OF ABOVE PERSONS (E	NTITIES ONLY)
2 CHECK	THE APPE	ROPRIATE BOX	X IF A MEMBER OF A GRC	OUP (See Instructions) (a) [] (b) []
3 SEC US	E ONLY			
4 SOURCE	OF FUND	OS (See Inst	tructions)	
		DISCLOSURE (OF LEGAL PROCEEDINGS I R 2(e)	S REQUIRED [_]
6 CITIZE	NSHIP OF	R PLACE OF (ORGANIZATION	
Delawa	re			
NUMBER OF	7		NG POWER ommon Stock: 4,243,942 ommon Stock: 0	
BENEFICIALL	8 Y		TING POWER	
OWNED BY			ommon Stock: 0 ommon Stock: 0	
EACH	9	SOLE DISPO	OSITIVE POWER	
REPORTING PERSON			ommon Stock: 4,243,942 ommon Stock: 0	
WITH	10	SHARED DI	SPOSITIVE POWER	

Class A Common Stock: 0 Class B Common Stock: 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	NO
	Class A Common Stock: 4,243,942	
	Class B Common Stock: 0	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT	TAIN SHARES
		[_]
	(See Instructions)	[_]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	Class A Common Stock: 15.3%	
	Class B Common Stock: 0%	
14	TYPE OF REPORTING PERSON	
	СО	
CUSI	P No. 640204 20 2	
	640204 30 1 13D	Page 8 of 19
1	NAME OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	REED ELSEVIER INC. I.R.S. Identification No 52-1471842	
	1.K.S. Identification No. 32 14/1042	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Insti	ructions)
		(a) [] (b) []
		. ,
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions)	
	N/A	
 5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
J	PURSUANT TO ITEMS 2(d) OR 2(e)	[_]

Class A Common Stock: 4,243,942 Class B Common Stock: 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE (See Instructions) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Class A Common Stock: 15.3% Class B Common Stock: 0% 14 TYPE OF REPORTING PERSON CO	CITIZE	ENSHIP OR	PLACE OF OR	RGANIZATION	
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SENEFICIALLY OWNED BY Class A Common Stock: 0 EACH PERSON FERSON WITH Class A Common Stock: 4,243,942 Class B Common Stock: 0 Class B Common Stock: 15.3% Class B Common Stock: 0% CO CUSIP No. 640204 20 2					
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TO SHARED DISPOSITIVE POWER Class A Common Stock: 0 Class B Common Stock: 0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class A Common Stock: 4,243,942 Class B Common Stock: 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE (See Instructions) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Class A Common Stock: 15.3% Class B Common Stock: 0% 14 TYPE OF REPORTING PERSON CO CUSIP No. 640204 20 2					
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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class A Common Stock: 4,243,942 Class B Common Stock: 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE (See Instructions) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Class A Common Stock: 15.3% Class B Common Stock: 0% 14 TYPE OF REPORTING PERSON CO CUSIP No. 640204 20 2			Class A Com	mon Stock: 0	
Class A Common Stock: 4,243,942 Class B Common Stock: 0 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARE (See Instructions) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Class A Common Stock: 15.3% Class B Common Stock: 0% 14 TYPE OF REPORTING PERSON CO			Class B Com	mon Stock: 0	
(See Instructions) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Class A Common Stock: 15.3% Class B Common Stock: 0% 14 TYPE OF REPORTING PERSON CO CUSIP No. 640204 20 2	2 CHECK	BOX IF TH	HE AGGREGATE	: AMOUNT IN ROW (11)) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Class A Common Stock: 15.3% Class B Common Stock: 0% TYPE OF REPORTING PERSON CO CO CUSIP No. 640204 20 2	(See]	[nstruction	ons)		[_]
Class A Common Stock: 15.3% Class B Common Stock: 0% 14 TYPE OF REPORTING PERSON CO CUSIP No. 640204 20 2				TED BY AMOUNT IN ROW	
Class B Common Stock: 0% 14 TYPE OF REPORTING PERSON CO CUSIP No. 640204 20 2					. (11)
CO CUSIP No. 640204 20 2				3%	
CUSIP No. 640204 20 2	4 TYPE C)F REPORT	ING PERSON		
CUSIP No. 640204 20 2	CO				
	00				
640204 30 1 13D Page 9 c					
	USIP No. 6	540204 20	2		
1 NAME OF REPORTING PERSONS				13D	Page 9 of 19

HARCOURT GENERAL, INC.

I.R.S. Identification No. - 04-1619609

2	CHECK THE	E APP	ROPRIATE BOX IF A MEMBER OF A GROUP (See Instruct	ions)	
				(a)	[]
				(b)	[]
3	SEC USE (ONLY			
4	SOURCE OF	FUN	DS (See Instructions)		
	N/A				
5	CHECK BOX	K IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED		
	PURSUANT	TO I	TEMS 2(d) OR 2(e)	[_]	
6	CITIZENSE	HIP O	R PLACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NI	UMBER OF		Class A Common Stock: 4,243,942		
14,	OTIBBIC OF		Class B Common Stock: 0		
;	SHARES	8	SHARED VOTING POWER		
BENI	EFICIALLY				
10	WNED BY		Class A Common Stock: 0 Class B Common Stock: 0		
	EACH	9	SOLE DISPOSITIVE POWER		
	LACI	9	SOLE DISPOSITIVE FOWER		
Rl	EPORTING		Class A Common Stock: 4,243,942 Class B Common Stock: 0		
]	PERSON				
	WITH	10	SHARED DISPOSITIVE POWER		
			Class A Common Stock: 0		
			Class B Common Stock: 0		
) CCDEC) TI	2 7 M(^)	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
тТ	AUUAALI	- AMO	ONI DENEFICIALLI OWNED DI EACH REPORTING PERSON		
			n Stock: 4,243,942 n Stock: 0		
	C1033 D (Jedek. V		
12	CHECK BOX	(IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	I SHARE	S
	21.2011 201		The second secon		
	(See Inst	ruct	ions)	[_]	
	,		/		

13	PERCENT (OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		Common Stock: 15.3% Common Stock: 0%	
14	TYPE OF F	REPORTING PERSON	
	СО		
CUSI	IP No. 6402	204 20 2	
	6402	204 30 1 13D	Page 10 of 19
1		REPORTING PERSONS	
		DENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
		PROFESSIONAL EDUCATION GROUP, INC. dentification No 95-3033879	
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP (See Insti	ructions)
			(a) [] (b) []
3	SEC USE C	DNLY	
4	SOURCE OF	FUNDS (See Instructions)	
	N/A		
5		IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
	PURSUANT	TO ITEMS 2(d) OR 2(e)	[_]
6	CITIZENSH	HIP OR PLACE OF ORGANIZATION	
	Dolarrano		
	Delaware	7 SOLE VOTING POWER	
ИI	JMBER OF	Class A Common Stock: 4,243,942	
	SHARES	Class B Common Stock: 0	
		8 SHADED MOTING DOWED	

BENEFICIALLY					
OWNED BY		Common Stock Common Stock			
EACH	9 SOLE DI	SPOSITIVE POW	VER .		
REPORTING		Common Stock Common Stock			
PERSON	10 SHARED	DISPOSITIVE F	OMED		
WITH	Class A	Common Stock	c: 0		
11 AGGREGATE	AMOUNT BENEF	'ICIALLY OWNED	BY EACH REPO	RTING PERSON	
	ommon Stock: ommon Stock:				
12 CHECK BOX	IF THE AGGRE	GATE AMOUNT I	IN ROW (11) EX	CLUDES CERTAIN S	SHARES
(See Inst	ructions)				[_]
13 PERCENT O	F CLASS REPRE	SENTED BY AMO	OUNT IN ROW (1	1)	
	ommon Stock: ommon Stock:				
14 TYPE OF R	EPORTING PERS	ON			
СО					
CUSIP No. 6402 6402	04 20 2 04 30 1	130)	Page	e 11 of 19
	EPORTING PERS		E PERSONS (ENT	ITIES ONLY)	
	ITIES CORP. entification	No 04-3486	5545		
2 CHECK THE	APPROPRIATE	BOX IF A MEME	BER OF A GROUP	(See Instruction	ons)
					(a) [] (b) []

³ SEC USE ONLY

4	SOURCE OF	' FUNI	OS (See Instructions)	
	N/A			
5	CHECK BOX	IFI	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
	PURSUANT	TO I	IEMS 2(d) OR 2(e)	_]
6	CITIZENSH	IP OF	R PLACE OF ORGANIZATION	
	Massachus	etts		
		7	SOLE VOTING POWER	
NT	UMBER OF		Class A Common Stock: 4,243,942	
IN	OMBER OF		Class B Common Stock: 0	
	SHARES	8	SHARED VOTING POWER	
BEN	EFICIALLY	Ü		
0	WNED BY		Class A Common Stock: 0 Class B Common Stock: 0	
	EACH	9	SOLE DISPOSITIVE POWER	
R	EPORTING		Class A Common Stock: 4,243,942 Class B Common Stock: 0	
	PERSON		Class B Common Stock: 0	
	WITH	10	SHARED DISPOSITIVE POWER	
	WIIII		Class A Common Stock: 0	
			Class B Common Stock: 0	
11	AGGREGATE	AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
			n Stock: 4,243,942 n Stock: 0	
	CIASS D C	Olimioi	i Stock. U	
12	CHECK BOX	TF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHA	RES
	(See Inst	ructi		_]
1 2				
13	rekceni C	re Club	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	Class A C		n Stock: 15.3% n Stock: 0%	
	CIASS D C		1 500ck. 0%	
14	TYPE OF R	EPOR	TING PERSON	
-				
	CO			

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			ING PERSONS ICATION NOS		PERSONS (ENT	ITIES ONLY)	
	HGI INVES I.R.S. Id		TRUST ication No.	- 04-31356	17		
2	CHECK THE	APPR	OPRIATE BOX	IF A MEMBE	CR OF A GROUP	(See Instruc	tions)
							(a) [] (b) []
3	SEC USE C	NLY					
1	SOURCE OF	' FUND	S (See Inst	ructions)			
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			ISCLOSURE O EMS 2(d) OR		CEEDINGS IS	REQUIRED	[_]
5	CITIZENSH	IIP OR	PLACE OF O	 RGANIZATION	I		
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Class B Common Stock: 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class A Common Stock: 4,243,942

Class B Common Stock: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[_]

(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Class A Common Stock: 15.3% Class B Common Stock: 0%

14 TYPE OF REPORTING PERSON

00

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Pursuant to Section 240.13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), Items 1, 2, 5, 6 and 7 of the Statement on Schedule 13D relating to the Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), of The Neiman Marcus Group, Inc., a Delaware corporation (the "Issuer"), and the Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), of the Issuer, initially filed on September 8, 1987, as amended by Amendment No. 1 filed on October 2, 1987, Amendment No. 2 filed on October 30, 1990, Amendment No. 3 filed on November 2, 1990, Amendment No. 4 filed on November 7, 1990, Amendment No. 5 filed on May 18, 1992, Amendment No. 6 filed on September 25, 1992, Amendment No. 7 filed on February 18, 1993, Amendment No. 8 filed on November 9, 1995, Amendment No. 9 filed on November 12, 1996, Amendment No. 10 filed on May 21, 1999, Amendment No. 11 filed on May 27, 1999 and Amendment No. 12 filed on October 28, 1999 (the "Statement"), initially on behalf of Harcourt General, Inc., a Delaware corporation ("Harcourt"), which was formerly known as General Cinema Corporation, are hereby amended and supplemented as set forth herein.

Item 1. Security and Issuer

Item 1 of the Statement is hereby amended in its entirety by deleting the information set forth therein and replacing it with the following:

The classes of equity securities to which this Statement relates are the Class A Common Stock of the Issuer and the Class B Common Stock of the Issuer. The principal executive offices of the Issuer are located at 1618 Main Street, Dallas, Texas 75201.

Item 2. Identity and Background

Item 2 of the Statement is hereby amended in its entirety by deleting the information set forth therein and replacing it with the following:

This Statement is filed by (i) Reed International P.L.C., an English public limited company ("Reed"), having its principal executive offices at 25 Victoria Street, London SW1H OEX, England, (ii) Elsevier NV, a Dutch public limited company ("Elsevier"), having its principal executive offices at Sara Burgerhartstraat 25, 1055 KV Amsterdam, The Netherlands, (iii) Reed Elsevier plc, an English public limited company ("Reed Elsevier"), having its principal executive offices at 25 Victoria Street, London SW1H OEX, England, (iv) Reed Elsevier Holdings BV, a Dutch private limited company ("Reed Elsevier Holdings"), having its principal executive offices at Sara Burgerhartstraat 25, 1055 KV Amsterdam, The Netherlands, (v) Reed Elsevier Overseas BV, a Dutch private limited company ("Reed Elsevier Overseas"), having its principal executive offices at Sara Burgerhartstraat 25, 1055 KV Amsterdam, The Netherlands, (vi) Reed Elsevier U.S. Holdings Inc., a Delaware corporation ("Reed Elsevier U.S."), having its principal executive offices at 1105 North Market Street, Suite 900, Wilmington, Delaware 19801, (vii) Reed Elsevier Inc., a Massachusetts corporation ("Reed Elsevier Inc."), having its principal executive offices at 275 Washington Street, Newton, Massachusetts 02458, (viii)

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Harcourt, having its principal executive offices at 275 Washington Street, Newton, Massachusetts 02458, (ix) Harcourt Professional Education Group, Inc., a Delaware corporation ("HPEG"), having its principal executive offices at 275 Washington Street, Newton, Massachusetts 02458, (x) HGI Securities Corp., a Massachusetts business corporation ("HGISC"), having its principal executive offices at 275 Washington Street, Newton, Massachusetts 02458 and (xi) HGI Investment Trust, a Massachusetts business trust ("HGIT", and together with Reed, Elsevier, Reed Elsevier, Reed Elsevier Holdings, Reed Elsevier Overseas, Reed Elsevier U.S., Reed Elsevier Inc., Harcourt, HPEG and HGISC, the "Reporting Persons"), having its principal executive offices at 275 Washington Street, Newton, Massachusetts 02458.

As provided in the Joint Filing Agreement and Power of Attorney filed as Exhibit 99.3 hereto, the Reporting Persons have agreed pursuant to Section 240.13d-1(k) of Regulation 13D-G of the General Rules and Regulations under the Act, to file this Statement jointly with respect to their beneficial ownership of the Class A Common Stock of the Issuer. The shares of Class A Common Stock to which this Statement relates are owned of record by HGIT. By reason of HGIT's status as a direct, wholly owned subsidiary of HGISC, HGISC may be deemed to beneficially own all of the Class A Common Stock beneficially owned by HGIT. By reason of HGISC's status as a direct, wholly owned subsidiary of HPEG, HPEG may be deemed to beneficially own all of the Class A Common Stock beneficially owned by HGISC. By reason of HPEG's status as a direct, wholly owned subsidiary of Harcourt, Harcourt may be deemed to beneficially own all of the Class A Common Stock beneficially owned by HGISC. By reason of Harcourt's status as a direct, wholly owned subsidiary of Reed Elsevier Inc., Reed Elsevier Inc. may be deemed to beneficially own all of the Class A Common Stock beneficially owned by Harcourt. By reason of Reed Elsevier Inc.'s status as a direct, wholly owned subsidiary of Reed Elsevier U.S., Reed Elsevier U.S. may be deemed to beneficially own all of the Class A Common Stock beneficially owned by Reed Elsevier Inc. By reason of Reed Elsevier U.S.'s status as a direct, wholly-owned subsidiary of Reed Elsevier Overseas, Reed Elsevier Overseas may be deemed to beneficially own all of the

Class A Common Stock beneficially owned by Reed Elsevier U.S. By reason of Reed Elsevier Oversea's status as a direct, 95%-owned subsidiary of Reed Elsevier Holdings, Reed Elsevier Holdings may be deemed to beneficially own all of the Class A Common Stock beneficially owned by Reed Elsevier Overseas. By reason of Reed Elsevier Holding's status as a direct, wholly owned subsidiary of Reed Elsevier, Reed Elsevier may be deemed to beneficially own all of the Class A Common Stock beneficially owned by Reed Elsevier Holdings. By reason of their status as equal, 50% owners of the voting stock of Reed Elsevier and thus their ability to control Reed Elsevier, Reed and Elsevier may be deemed to have shared power to direct the vote and to direct the disposition of the shares of Class A Common Stock that may be deemed to be beneficially owned by Reed Elsevier and, accordingly, may be deemed to beneficially own all of the Class A Common Stock beneficially owned by Reed Elsevier.

The Reporting Persons and their respective subsidiaries, associates and joint ventures comprise one of the world's leading publishers and information providers. The activities of the Reporting Persons include science & medical, legal, education and business publishing. The Reporting Persons principal operations are in North America and Europe.

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During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order, enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

This Statement is being filed while the Reporting Persons are in the process of compiling the information required herein with respect to their respective directors and executive officers. Upon obtaining all of the information concerning such individuals that is required to be disclosed herein, the Reporting Persons will file an amendment to this Statement and disclose all such information with respect to such directors and executive officers.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Statement is hereby amended in its entirety by deleting the information set forth therein and replacing it with the following:

(a) As of the date of this filing, the Reporting Persons own, in the aggregate, 4,243,942 shares of Class A Common Stock of the Issuer. Such shares of Class A Common Stock represent approximately 15.3% of the total outstanding shares of Class A Common Stock as reported in the Issuer's most recently filed Form 10-Q for the fiscal quarter ended October 27, 2001, and approximately 8.9% of the total outstanding shares of both Class A Common Stock and Class B Common Stock as reported in the Issuer's most recently filed Form 10-Q for the fiscal quarter ended October 27, 2001.

The Reporting Persons do not beneficially own any shares of Class B Common Stock.

(b) As of the date of this filing, each of HGIT, HGISC, Harcourt, Reed Elsevier Inc., Reed Elsevier U.S., Reed Elsevier Overseas, Reed Elsevier Holdings and Reed Elsevier, acting by itself or through their respective direct or indirect wholly owned (or 95% owned, as the case may be) subsidiaries, each have the power to vote or direct the vote and to dispose or direct the disposition of 4,243,942 shares of Class A Common Stock.

In addition, by reason of their status as equal, 50% owners of the voting stock of Reed Elsevier and thus their ability to control Reed Elsevier, Reed and Elsevier have shared power to direct the vote and to direct the disposition of the shares of Class A Common Stock that may be deemed to be beneficially owned by Reed Elsevier and, accordingly, may also be deemed to beneficially own 4,243,942 shares of Class A Common Stock.

(c) In compliance with its obligations to the Internal Revenue Service with respect to the Distribution (as defined in Amendment No. 10 to the Statement on Schedule 13D filed by Harcourt on May 21, 1999 ("Amendment No. 10")) and as disclosed in Item 4 of Amendment No. 10, beginning on February 4, 2002 through the date of this filing, HGIT sold 744,600 shares of Class A Common Stock in a series of open market transactions conducted through customary

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brokerage arrangements. The cumulative average sale price, net of commissions, for the shares of Class A Common Stock sold in such transactions was approximately \$33.48 per share.

This Statement is being filed while the Reporting Persons are in the process of compiling the information required herein with respect to their respective directors and executive officers. Upon obtaining all of the information concerning such individuals that is required to be disclosed herein, the Reporting Persons will file an amendment to this Statement and disclose all such information with respect to such directors and executive officers.

Other than as set forth in this Item 5 and subject to the immediately preceding paragraph, to the best of the Reporting Persons' knowledge as of the date hereof, (i) the Reporting Persons do not beneficially own any Class A Common Stock or Class B Common Stock and (ii) there have been no transactions in Class A Common Stock or Class B Common Stock effected during the past 60 days by the Reporting Persons.

(d) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock or the Class B Common Stock.

Pursuant to Section 240.13d-4 under Regulation 13D-G of the General Rules and Regulations under the Act, the Reporting Persons, other than HGIT, declare that the filing of this statement shall not be construed as an admission that any such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Statement.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of this Statement is hereby amended by adding the following at the end thereof:

HGIT has entered into customary brokerage arrangements with respect to

its sales of Class A Common Stock in the open market.

Item 7. Material to be filed as Exhibits.

INDEX OF EXHIBITS

Description

Exhibit 99.1

Joint Filing Agreement and Power of Attorney dated as of March 15, 2002, among the Reporting Persons relating to the filing of a joint statement on Schedule 13D.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 15, 2002

REED INTERNATIONAL P.L.C.

By: /s/ Leslie Dixon

Name: Leslie Dixon Title: Deputy Secretary

ELSEVIER NV

By: /s/ Mark H. Armour

Name: Mark H. Armour

Title: Chief Financial Officer

REED ELSEVIER plc

By: /s/ Leslie Dixon

Name: Leslie Dixon Title: Deputy Secretary

REED ELSEVIER HOLDINGS BV

By: /s/ Mark H. Armour

Name: Mark H. Armour
Title: Authorized Signatory

REED ELSEVIER OVERSEAS BV

By: /s/ Mark H. Armour

Name: Mark H. Armour

Title: Authorized Signatory

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REED ELSEVIER U.S. HOLDINGS INC.

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Secretary

REED ELSEVIER INC.

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Clerk

HARCOURT GENERAL, INC.

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Secretary

HARCOURT PROFESSIONAL EDUCATION GROUP, INC.

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Secretary

HGI SECURITIES CORP.

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Clerk

HGI INVESTMENT TRUST

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Clerk

CUSIP No. 640204 20 2 640204 30 1

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INDEX OF EXHIBITS

Description

Exhibit 99.1 Joint Filing Agreement and Power of Attorney dated as of March 15, 2002, among the Reporting Persons relating to the filing of a joint statement on Schedule 13D.

EXHIBIT 99.1

JOINT FILING AGREEMENT AND POWER OF ATTORNEY

Reed International P.L.C., an English public limited company, Elsevier NV, a Dutch public limited company, Reed Elsevier plc, an English public limited company, Reed Elsevier Holdings BV, a Dutch private limited company, Reed Elsevier Overseas BV, a Dutch private limited company, Reed Elsevier U.S. Holdings Inc., a Delaware corporation, Reed Elsevier Inc., a Massachusetts corporation, Harcourt General, Inc., a Delaware corporation, Harcourt Professional Education Group, Inc., a Delaware corporation, HGI Securities Corp., a Massachusetts business corporation, and HGI Investment Trust, a Massachusetts business trust, each hereby agrees, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, that the Schedule 13D filed herewith, and any amendments thereto, relating to Class A Common Stock, par value \$0.01 per share, of The Neiman Marcus Group, Inc., a Delaware corporation (the "Issuer"), or any Class B Common Stock, par value \$0.01 per share, of the Issuer is, and will be, jointly filed on behalf of each such person and further agree that this Joint Filing Agreement and Power of Attorney be included as an exhibit to such joint filings.

Each of the above named signatories hereto further agrees and hereby constitutes and appoints each of Henry Horbaczewski, Charles P. Fontaine and Julie A. Goldweitz as their true and lawful agent and attorney-in-fact, with full power of substitution and resubstitution, to prepare, execute and file

any such amendments, and any other documents which any such attorney-in-fact may consider advisable in connection with the transactions described in this statement on Schedule 13D, on our behalf, and hereby ratifies any such action by such agent and attorney-in-fact.

In evidence thereof, the undersigned hereby execute this Joint Filing Agreement and Power of Attorney as of the date set forth below and agree to file.

Dated: March 15, 2002

REED INTERNATIONAL P.L.C.

By: /s/ Leslie Dixon

Name: Leslie Dixon Title: Deputy Secretary

ELSEVIER NV

By: /s/ Mark H. Armour

Name: Mark H. Armour

Title: Chief Financial Officer

REED ELSEVIER plc

By: /s/ Leslie Dixon

Name: Leslie Dixon Title: Deputy Secretary

REED ELSEVIER HOLDINGS BV

By: /s/ Mark H. Armour

Name: Mark H. Armour

Title: Authorized Signatory

REED ELSEVIER OVERSEAS BV

By: /s/ Mark H. Armour

Name: Mark H. Armour

Title: Authorized Signatory

REED ELSEVIER U.S. HOLDINGS INC.

By: /s/ Charles P. Fontaine

----Name: Charles P. Fontaine
Title: Assistant Secretary

REED ELSEVIER INC.

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Clerk

HARCOURT GENERAL, INC.

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Secretary

HARCOURT PROFESSIONAL EDUCATION GROUP, INC.

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HGI SECURITIES CORP.

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Name: Charles P. Fontaine Title: Assistant Clerk

HGI INVESTMENT TRUST

By: /s/ Charles P. Fontaine

Name: Charles P. Fontaine Title: Assistant Clerk