FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB Number: 3235-0287 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* GRINBERG ALEXANDER | | | | | | 2. Issuer Name and Ticker or Trading Symbol MOVADO GROUP INC [MOV] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | | | |
|---|---|--|---|-------------------------|---------|---|-----|--|---------------------|--|-----------------|---|--|--|--|--|--|--|--|
| (Last) (First) (Middle) C/O MOVADO GROUP, INC., 650 FROM ROAD | | | | | 06/ | 3. Date of Earliest Transaction (Month/Day/Year) 06/05/2006 | | | | | | | | Officer (give title Other (specify below) below) | | | | | |
| (Street) PARAMUS NJ 07652 | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (Si | | (Zip) | | | | | | | | | | | | | | | | |
| 1. Title of | Security (Inst | | le I - Nor | 1-Deriv | | tive Securities Acquired, Disposed of, or Benefic | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa: Date (Month/Da | | | | | Day/Yea | Execution Date, | | | Code (Ins | (A) or | | | Benefici Owned I Reporte | ially Following d tion(s) | Form: Dir (D) or Indi (I) (Instr. 4 | rect | of Indirect Beneficial Ownership (Instr. 4) | | |
| 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. Deeme Execution if any (Month/Da | ned 4. n Date, Trans | | ansaction ode (Instr. 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Owr Forr Dire or Ir (I) (I | nership n: ct (D) idirect nstr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 6,700 | (2) | (3) | Common Stock | 6,700 | \$23 | 279,676 | 1 |) ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | s | | | 2,000 | (2) | (3) | Common Stock | 2,000 | \$23.01 | 277,676 | 1 | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 2,700 | (2) | (3) | Common Stock | 2,700 | \$23.02 | 274,976 |] | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 2,000 | (2) | (3) | Common Stock | 2,000 | \$23.03 | 272,976 | 1 |) ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 2,000 | (2) | (3) | Common Stock | 2,000 | \$23.04 | 270,976 | 1 | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 5,500 | (2) | (3) | Common Stock | 5,500 | \$23.05 | 265,476 | 1 | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 700 | (2) | (3) | Common Stock | 700 | \$23.06 | 264,776 | 1 | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 2,500 | (2) | (3) | Common Stock | 2,500 | \$23.07 | 262,276 | 1 | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 1,600 | (2) | (3) | Common Stock | 1,600 | \$23.08 | 260,676 | 1 | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 800 | (2) | (3) | Common Stock | 800 | \$23.09 | 259,876 | , | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 1,200 | (2) | (3) | Common Stock | 1,200 | \$23.1 | 258,676 | 1 | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 300 | (2) | (3) | Common Stock | 300 | \$23.11 | 258,376 | | O ⁽⁴⁾ | | | |
| Class A Common Stock | (1) | 06/05/2006 | | | S | | | 300 | (2) | (3) | Common Stock | 300 | \$23.14 | 258,076 | 1 | O ⁽⁴⁾ | | | |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature | | | | | | | | | | | | | | | |
|--|-----|--|-------|------|---|---|-------|---------------------|--------------------|-----------------|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 3) | | 3. Transaction Date (Month/Day/Year) | · · · | | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class A Common Stock | (1) | 06/05/2006 | | s | | | 1,400 | (2) | (3) | Common Stock | 1,400 | \$23.15 | 256,676 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 1,000 | (2) | (3) | Common Stock | 1,000 | \$23.16 | 255,676 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | s | | | 500 | (2) | (3) | Common Stock | 500 | \$23.17 | 255,176 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 600 | (2) | (3) | Common Stock | 600 | \$23.19 | 254,576 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 200 | (2) | (3) | Common Stock | 200 | \$23.2 | 254,376 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 100 | (2) | (3) | Common Stock | 100 | \$23.22 | 254,276 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 900 | (2) | (3) | Common Stock | 900 | \$23.24 | 253,376 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 600 | (2) | (3) | Common Stock | 600 | \$23.25 | 252,776 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 600 | (2) | (3) | Common Stock | 600 | \$23.26 | 252,176 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 200 | (2) | (3) | Common Stock | 200 | \$23.27 | 251,976 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 200 | (2) | (3) | Common Stock | 200 | \$23.28 | 251,776 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 500 | (2) | (3) | Common Stock | 500 | \$23.29 | 251,276 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 200 | (2) | (3) | Common Stock | 200 | \$23.3 | 251,076 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 100 | (2) | (3) | Common Stock | 100 | \$23.31 | 250,976 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 100 | (2) | (3) | Common Stock | 100 | \$23.32 | 250,876 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 100 | (2) | (3) | Common Stock | 100 | \$23.33 | 250,776 | D ⁽⁴⁾ | |
| Class A Common Stock | (1) | 06/05/2006 | | S | | | 400 | (2) | (3) | Common Stock | 400 | \$23.33 | 250,376 | D ⁽⁴⁾ | |

Explanation of Responses:

- 1. 1 for 1
- $2.\ Immediately$
- 3. Not Applicable

/s/ Alexander Grinberg

06/06/2006

** Signature of Reporting Person

Date

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).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 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.

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 Number.

^{4.} The reporting person also has an indirect pecuniary interest in an additional 520,228 shares of Class A Common Stock of which (i) 194,594 are owned by a trust and 287,634 are owned by another trust, for both of which trusts the reporting person is the beneficiary and (ii) 38,000 are owned by CAP I Partners, L.P. in which the reporting person is a limited partner. The reporting person disclaims beneficial ownership of the shares held by CAP I Partners, L.P. except to the extent of his pecuniary interest therein.