SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* PHALEN MIRIAM GRINBERG	2. Issuer Name **and** Ticker or Trading Symbol MOVADO GROUP INC [MOV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) C/O MOVADO GROUP, INC. 650 FROM ROAD		Director	X	10% Owner
		Officer (give title below)		Other (specify below)

(Street)	3. Date of Earliest Transaction (Month/Day/Year) 04/07/2005	
PARAMUS NJ 07652		

4. If Amendment, Date of Original Filed (Month/Day/Year) 04/08/2005	6. Individual or Joint/Group Filing (Check Applicable Line)

(City) (State) (Zip)	X	Form filed by One Reporting Person
		Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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. Deemed Execution Date, if any (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 Securities Underlying Derivative Security (Instr. 3 and 4)		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)	04/07/2005		S			1,100	(2)	(3)	Common Stock	1,100	$18.2	287,123(4)	D(5)	
Class A Common Stock	(1)							(2)	(3)	Common Stock	38,591(4)		38,591(4)	I	See footnote(6)
Class A Common Stock	(1)							(2)	(3)	Common Stock	38,549(4)		38,549(4)	I	See footnote(7)

Explanation of Responses:

1. 1 for 1

2. Immediately

3. Not Applicable

4. Initial Form 4 indicated an incorrect number of securities.

5. The reporting person also has an indirect pecuniary interest in an additional 509,990 shares of Class A Common Stock, of which (i) 184,356 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 her pecuniary interest therein.

6. By Adrian Phalen Trust.

7. By Nathan Phalen Trust.

/s/ Miriam G. Phalen   05/10/2005

** 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.