

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>PHALEN MIRIAM GRINBERG</u>  (Last) (First) (Middle) C/O MOVADO GROUP, INC. 650 FROM ROAD  (Street) PARAMUS NJ 07652  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MOVADO GROUP INC [ MOV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			
Common Stock	03/30/2005		M		9,376	A	\$4.97	25,915	I	By spouse
Common Stock	03/30/2005		S		9,376	D	\$18.75	16,539	I	By spouse
Common Stock	03/30/2005		M		20,000	A	\$4.25	36,539	I	By spouse
Common Stock	03/30/2005		S		20,000	D	\$18.75	16,539	I	By spouse
Common Stock	03/30/2005		M		9,376	A	\$6.53	25,915	I	By spouse
Common Stock	03/30/2005		S		9,376	D	\$18.75	16,539	I	By spouse

**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
Class A Common Stock	(1)	03/30/2005		S			1,121	(2)	(3)	Common Stock	1,121	\$18.7	288,123	D <sup>(4)</sup>	
Class A Common Stock	(1)	03/30/2005		S			200	(2)	(3)	Common Stock	200	\$18.75	287,923	D <sup>(4)</sup>	
Class A Common Stock	(1)	03/30/2005		S			1,000	(2)	(3)	Common Stock	1,000	\$18.8	3,879	I	By spouse
Class A Common Stock	(1)	03/30/2005		S			400	(2)	(3)	Common Stock	400	\$18.95	3,479	I	By spouse
Class A Common Stock	(1)	03/30/2005		S			600	(2)	(3)	Common Stock	600	\$18.85	2,879	I	By spouse
Class A Common Stock	(1)	03/30/2005		S			600	(2)	(3)	Common Stock	600	\$18.64	2,279	I	By spouse
Class A Common Stock	(1)	03/30/2005		S			1,700	(2)	(3)	Common Stock	1,700	\$18.69	579	I	By spouse

**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)	03/30/2005		S			579	(2)	(3)	Common Stock	579	\$18.7	0	I	By spouse
Employee Stock Option	\$4.97	03/30/2005		M			9,376	02/06/2001	02/06/2006	Common Stock	9,376	\$0	0	I	By spouse
Employee Stock Option	\$4.25	03/30/2005		M			20,000	05/17/2004	05/17/2010	Common Stock	20,000	\$0	5,000	I	By spouse
Employee Stock Option	\$6.53	03/30/2005		M			9,376	03/25/2002	03/25/2007	Common Stock	9,376	\$0	0	I	By spouse
Class A Common Stock	(1)							(2)	(3)	Common Stock	37,107		37,107	I	See footnote <sup>(5)</sup>
Class A Common Stock	(1)							(2)	(3)	Common Stock	37,065		37,065	I	See footnote <sup>(6)</sup>

**Explanation of Responses:**

1. 1 for 1
2. Immediately
3. Not Applicable
4. 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.
5. By Adrian Phalen Trust
6. By Nathan Phalen Trust.

/s/ Miriam G. Phalen                      03/30/2005

\*\* 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.**