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NEUBERGER BERMAN INC
Form 424B3
May 28, 2002

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File Number 333-66498

PROSPECTUS SUPPLEMENT NO. 4

\$175,000,000

Neuberger Berman Inc.
Liquid Yield Option(TM) Notes due 2021
(Zero Coupon-Senior)
And
Common Stock Issuable Upon
Conversion and/or Purchase of the LYONs

This prospectus supplement supplements the prospectus dated August 20, 2001 of Neuberger Berman Inc., as supplemented September 4, 2001, September 17, 2001 and November 12, 2001 (as supplemented prior to the date hereof, the "prospectus"), relating to the sale by certain of our securityholders (including their pledgees, donees, assignees, transferees, successors and others who later hold any of our securityholders' interests) of up to \$175,000,000 aggregate principal amount at maturity of LYONs and the common shares issuable upon conversion, and/or purchase by us, of the LYONs.

On April 11, 2002, Neuberger Berman announced and sent notice to each securityholder that, subject to the terms of the indenture, we would purchase for cash, at the option of the securityholder, the LYONs held by such securityholder at the accreted value on May 4, 2002, of \$867.42 per \$1,000 principal amount at maturity of the LYONs. On May 6, 2002, we repurchased \$8,740,000 of the aggregate principal amount at maturity of the LYONs that had been validly tendered and not withdrawn as of the close of business on Friday, May 3, 2002, for aggregate cash consideration of \$7,581,250.80. As a result, \$166,260,000 aggregate principal amount at maturity of the LYONs remain outstanding. You should read this prospectus supplement in conjunction with the prospectus.

This prospectus supplement is qualified in its entirety by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

When we use the terms "Neuberger Berman" and "we" in this prospectus supplement, we mean Neuberger Berman Inc., a Delaware corporation.

The table of selling securityholders contained on page 44 of the prospectus is hereby amended to add the entities who are named below as selling securityholders.

Name	Aggregate Principal Amount of LYONs at Maturity that May be Sold	Percentage of LYONs Outstanding	Number of of Comm That May (1)
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JMG Convertible Investments, L.P.....	\$4,000,000	2.41%	55,
JMG Triton Offshore Fund, Ltd.....	5,000,000	3.01%	69,

Additionally, the following represents updated information regarding the selling securityholders listed in the selling securityholders table in the prospectus.

Name -----	Aggregate Principal Amount of LYONs at Maturity that May be Sold -----	Percentage of LYONs Outstanding -----	Number of of Comm That May (1) -----
AAM/Zazove Institutional Income Fund L.P.....	0	*	
AIG Sound Shore Opportunity Holding Fund Ltd.....	\$ 2,321,000	1.40%	32,
AIG Sound Shore Strategic Holding Fund Ltd.....	1,537,000	*	21,
Ameritas Life Insurance Company.....	0	*	
Aristeia International, Limited.....	0	*	
Aristeia Partners, L.P.....	0	*	
Bank of America Securities LLC.....	0	*	
Deutsche Banc Alex. Brown Inc.....	0	*	
Global Bermuda Limited Partnership.....	0	*	
Gulf Investment Corporation.....	0	*	
KBC Financial Products USA, Inc.....	0	*	
Lakeshore International, Ltd.....	600,000	*	8,
McMahan Securities Co. L.P.....	1,500,000	*	20,
Merrill Lynch, Pierce, Fenner & Smith, Inc.....	0	*	
Michigan Mutual Life Insurance Company.....	0	*	
Morgan Stanley & Co.....	0	*	
Nomura Securities International, Inc.....	0	*	
Onyx Fund Holdings, LDC.....	18,500,000	11.13%	256,
Pacific Life Insurance Company.....	0	*	
Paloma Securities LLC.....	0	*	
R2 Investments, LDC.....	0	*	
Salomon Smith Barney Inc.....	0	*	
San Diego County Employees Retirement Association	0	*	
TD Securities (USA) Inc.....	0	*	
Tokai Asia Limited.....	5,000,000	3.01%	69,
Zazove Convertible Securities Fund Inc.....	0	*	
Zurich Institutional Benchmark Master Fund Ltd...	0	*	
All other holders of LYONs or future transferees, pledgees, donees, assignees or successors of any such holders (6) (7).....	127,802,000	76.87%	1,774,
Total.....	166,260,000	100.00%	2,309,

*Less than 1%.

[Footnotes in this prospectus supplement correspond to the footnotes in the prospectus.]

(1) Calculated assuming only the conversion of all of the holder's LYONs at a conversion rate of

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stock per \$1,000 principal amount at maturity of the LYONs (giving effect to the three-for-t shares of our common stock on August 16, 2001 to stockholders of record on August 1, 2001). subject to adjustment, however, as described under "Description of the LYONs--Conversion Rig number of shares of common stock issuable upon conversion of the LYONs may increase or decre number in this column does not include common stock that we may issue upon purchase of LYONs holder nor does it include any other shares of common stock otherwise held by each such hold

- (2) Calculated based on 70,417,805 shares of common stock outstanding as of April 30, 2002. In c treated as outstanding that number of shares of common stock issuable upon conversion of all LYONs. However, we did not assume the conversion of any other holder's LYONs.
- (6) Information about other selling securityholders will be set forth in prospectus supplements,

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- (7) Assumes that any other holders of LYONs, or any future transferees, pledgees, donees, assign any such other holders of LYONs, do not beneficially own any common stock other than the com conversion of the LYONs at the initial conversion rate.
- (9) Does not include 201,374 shares of common stock beneficially owned by JMG Convertible Invest

The information contained in this prospectus supplement regarding the selling securityholders has been prepared from information given to us by those selling securityholders on or prior to the date of this prospectus supplement.

Investing in the LYONs involves risks that are described in the "Risk Factors" section beginning on page 9 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 28, 2002.

(TM) Trademark of Merrill Lynch & Co., Inc.

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