

VECTOR GROUP LTD
Form 4
September 28, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEBOW BENNETT S

2. Issuer Name and Ticker or Trading Symbol
VECTOR GROUP LTD [VGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O VECTOR GROUP LTD., 100 S.E. SECOND STREET; 32ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

MIAMI, FL 33131

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price (A) or (D)				
Common Stock	09/24/2009		M		2,443,338 (1)	A	\$ 9.48 (1) 3,133,067 (1)	I	By LeBow Epsilon Investments Trust (2)
Common Stock	09/24/2009		M		775,660 (1)	A	\$ 12.32 (1) 3,908,727 (1)	I	By LeBow Epsilon Investments Trust (2)
Common Stock	09/24/2009		F(3)		1,501,157 (1)	D	\$ 15.43 (1) 4,514,907 (1)	I	By LeBow Gamma Limited

Common Stock	09/24/2009	F ⁽⁵⁾	619,322 <u>(1)</u>	D	\$ 15.43 <u>(1)</u>	3,895,585 <u>(1)</u>	I	Partnership <u>(4)</u> By LeBow Gamma Limited Partnership <u>(4)</u>
Common Stock	09/24/2009	J ⁽⁶⁾	2,120,479 <u>(1)</u>	D	\$ 0	1,788,248 <u>(1)</u>	I	By LeBow Epsilon Investments Trust <u>(2)</u>
Common Stock	09/24/2009	J ⁽⁶⁾	2,120,479 <u>(1)</u>	A	\$ 0	6,016,064 <u>(1)</u>	I	By LeBow Gamma Limited Partnership <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Employee Stock Option (right to buy)	\$ 9.48	09/24/2009		M	2,443,338 <u>(1)</u>	11/04/2003 09/29/2009	Common Stock 2,443,338
Employee Stock Option (right to buy)	\$ 12.32	09/24/2009		M	775,660 <u>(1)</u>	11/04/2003 09/29/2009	Common Stock 775,660

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBOW BENNETT S C/O VECTOR GROUP LTD. 100 S.E. SECOND STREET; 32ND FLOOR MIAMI, FL 33131	X	X		

Signatures

/s/ Bennett S.
LeBow

09/25/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) All information presented is adjusted for Vector Group Ltd.'s 5% stock dividend payable to stockholders of record on September 18, 2009.
- (2) Mr. LeBow is the sole trustee of LeBow Epsilon Investments Trust.
- (3) Delivery of 1,501,157 shares in payment of the exercise price in connection with the exercise of 2,443,338 employee stock options on 9/24/09.
LeBow Gamma Limited Partnership is a Nevada limited partnership. LeBow Holdings, Inc., a Nevada corporation, is the sole stockholder of LeBow Gamma, Inc., a Nevada corporation, which is the general partner of LeBow Gamma Limited Partnership. Mr. LeBow is a director, officer and sole stockholder of LeBow Holdings, Inc. and a director and officer of LeBow Gamma, Inc.
- (5) Delivery of 619,322 shares in payment of the exercise price in connection with the exercise of 775,660 employee stock options on 9/24/09.
- (6) Represents a transfer from LeBow Epsilon Investments Trust to LeBow Gamma Limited Partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.