

VECTOR GROUP LTD
Form SC 13G/A
February 09, 2009

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**UNITED STATES
SECURITIES EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 13G
(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2
(Amendment No. 3)***

VECTOR GROUP LTD.

(Name of Issuer)

Common Stock, par value \$0.1 per share

(Title of Class of Securities)

92240M-10-8

(CUSIP Number)

December 31, 2008

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS.
Jefferies Group, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 3,278,984

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 344,627

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 3,278,984

8 SHARED DISPOSITIVE POWER
WITH: 344,627

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,623,611

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12 TYPE OF REPORTING PERSON:

CO

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1 NAMES OF REPORTING PERSONS.
 I.R.S. Identification Nos. of above persons (entities only)
 Jefferies & Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	5	SOLE VOTING POWER
NUMBER OF	0	

SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY	344,627	

EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON	0	

WITH:	8	SHARED DISPOSITIVE POWER
	344,627	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

344,627

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12 TYPE OF REPORTING PERSON:

BD

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Item 3 If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Item 4 Ownership

Item 5 Ownership of Five Percent or Less of a Class

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Item 9 Notice of Dissolution of Group

SIGNATURE

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Item 1

(a) Name of Issuer

Vector Group Ltd

(b) Address of Issuer's Principal Executive Offices

100 S.E. Second Street

Miami, Florida 33131

Item 2

(a) Name of Person Filing

Jefferies Group, Inc.

Jefferies & Company, Inc.

(b) Address of Principal Business Office or, if None, Residence

520 Madison Ave., 12th Floor

New York, New York 10022

(c) Citizenship

Delaware

(d) Title of Class of Securities

Common Stock, par value \$0.1 per share

(e) CUSIP Number

92240M-10-8

Item 3 If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

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- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4 Ownership

The following sets forth beneficial ownership information:

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or direct the vote:
 - (iii) Sole power to dispose or direct the disposition of:
 - (iv) Shared power to dispose or direct the disposition of:

Please refer to the information set forth on the cover pages to find the information responsive to this Item 4.

Jefferies Group, Inc. is the parent company of Jefferies & Company, Inc. Jefferies Group, Inc. disclaims beneficial ownership over shares held by Jefferies & Company, Inc.

Item 5 Ownership of Five Percent or Less of a Class

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Not applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8 Identification and Classification of Members of the Group

Not applicable

Item 9 Notice of Dissolution of Group

Not applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated February 6, 2009

Jefferies Group, Inc.

/s/ Roland T. Kelly
Roland T. Kelly
Assistant Secretary

Dated: February 6, 2009

Jefferies & Company, Inc.

/s/ Roland T. Kelly
Roland T. Kelly
Managing and Director and Associate General
Counsel

Jefferies & Company, Inc. and Jefferies Group, Inc. have agreed to jointly file this Schedule.