

VECTOR GROUP LTD
Form 4
April 13, 2011

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

(Last) (First) (Middle)

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

(Street)

MIAMI, FL 33131

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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			
Common Stock	04/11/2011		J ⁽¹⁾		392,690	D	\$ 0 <u>(1)</u>	3,920,160	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁶⁾
Common Stock	04/11/2011		J ⁽¹⁾		392,690	A	\$ 0 <u>(1)</u>	3,920,160	I	By LeBow Epsilon 2001 Limited Partnership

Common Stock	04/11/2011	J ⁽²⁾	3,920,160	D	\$ 0 (2)	0	I	(6) By LeBow Epsilon 2001 Limited Partnership (6)
Common Stock	04/12/2011	J ⁽³⁾	3,348,405	A	\$ 0 (3)	3,348,405	(4) I	(6) By LeBow Epsilon 2001 Limited Partnership (6)
Common Stock	04/12/2011	J ⁽⁵⁾	2,773,484	D	\$ 0 (5)	3,348,405	I	(6) By LeBow Epsilon 2001 Limited Partnership (6)
Common Stock	04/12/2011	J ⁽⁵⁾	2,773,484	A	\$ 0 (5)	3,348,405	I	(6) By LeBow Epsilon 2001 Limited Partnership (6)
Common Stock						10,500	D	
Common Stock						5,376,867	I	(7) By LeBow Gamma Limited Partnership (7)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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 04/13/2011

**Signature of Date
Reporting Person

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) Represents: (i) the transfer of a 10% limited partner interest in LeBow Epsilon 2001 Limited Partnership from LeBow Gamma Limited Partnership to LeBow Alpha LLLP; and (ii) the transfer of a 2% membership interest in LeBow Epsilon 2001 LLC from LeBow Gamma Limited Partnership to LeBow Alpha LLLP.

Represents: (i) the transfer of a 10% limited partner interest in LeBow Epsilon 2001 Limited Partnership from LeBow Alpha LLLP to LeBow Family Irrevocable Trust; and (ii) the transfer of a 2% membership interest in LeBow Epsilon 2001 LLC from LeBow Alpha LLLP to LeBow Family Irrevocable Trust. The beneficiaries of LeBow Family Irrevocable Trust are the children and grandchildren of
 - (2) Mr. LeBow. Mr. LeBow does not possess beneficial ownership of the shares held by LeBow Family Irrevocable Trust for the purpose of Section 16 of the Securities Exchange Act of 1934. Upon the transfer of that 2% membership interest in LeBow Epsilon 2001 LLC from LeBow Alpha LLLP to LeBow Family Irrevocable Trust, Mr. LeBow no longer indirectly owned a controlling membership interest in LeBow Epsilon 2001 LLC, which is the sole general partner of LeBow Epsilon 2001 Limited Partnership.

Represents: (i) the transfer of approximately an 82% limited partner interest in LeBow Epsilon 2001 Limited Partnership from LeBow Family Irrevocable Trust to LeBow Beta II LP; and (ii) the transfer of a 51% membership interest in LeBow Epsilon 2001 LLC from LeBow Family Irrevocable Trust to LeBow Beta II LP. Upon the transfer of that 51% membership interest in LeBow Epsilon 2001 LLC from LeBow Family Irrevocable Trust to LeBow Beta II LP, Mr. LeBow acquired a controlling membership interest in LeBow Epsilon 2001 LLC, which is the sole general partner of LeBow Epsilon 2001 Limited Partnership.
 - (3) LeBow Family Irrevocable Trust to LeBow Beta II LP. Upon the transfer of that 51% membership interest in LeBow Epsilon 2001 LLC from LeBow Family Irrevocable Trust to LeBow Beta II LP, Mr. LeBow acquired a controlling membership interest in LeBow Epsilon 2001 LLC, which is the sole general partner of LeBow Epsilon 2001 Limited Partnership.

Excludes 571,755 shares previously held indirectly by LeBow Epsilon 2001 Limited Partnership which were transferred to LeBow Family Irrevocable Trust on April 12, 2011.
 - (4) Represents: (i) the transfer of approximately an 82% limited partner interest in LeBow Epsilon 2001 Limited Partnership from LeBow Beta II LP to LeBow Alpha LLLP; and (ii) the transfer of a 51% membership interest in LeBow Epsilon 2001 LLC from LeBow Beta II LP to LeBow Alpha LLLP.
 - (5) LeBow Epsilon 2001 Limited Partnership is a Delaware limited partnership. LeBow Epsilon 2001 LLC, a Delaware limited liability company, is the general partner of LeBow Epsilon 2001 Limited Partnership. Bennett S. LeBow Revocable Trust is the sole stockholder

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of LeBow Holdings, Inc., a Nevada corporation, which is the general partner of LeBow Alpha LLLP, a Delaware limited liability limited partnership, which is the controlling member of LeBow Epsilon 2001 LLC. Mr. LeBow is the sole trustee of Bennett S. LeBow Revocable Trust, a director and officer of LeBow Holdings, Inc. and a manager of LeBow Epsilon 2001 LLC. Mr. LeBow disclaims beneficial ownership for purposes of Section 16 of the Securities Exchange Act of 1934 of the Issuer's common stock held by LeBow Epsilon 2001 Limited Partnership except to the extent of his pecuniary interest therein.

- (7) LeBow Gamma Limited Partnership is a Delaware limited partnership. Bennett S. LeBow Revocable Trust is the sole stockholder of LeBow Holdings, Inc., a Nevada corporation, which is the sole stockholder of LeBow Gamma, Inc., a Nevada corporation, which is the general partner of LeBow Gamma Limited Partnership. Mr. LeBow is the sole trustee of Bennett S. LeBow Revocable Trust, a director and officer of LeBow Holdings, Inc. and a director and officer of LeBow Gamma, Inc.

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.