

VECTOR GROUP LTD
Form 4
June 16, 2008

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

(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)
06/12/2008

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)

Exec. Chairman of the Board

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 | (D) | Price | | | |
| Common Stock | 06/12/2008 | | M | | 2,908,738 | A | \$ 6.29 | 7,441,050 | I | By LeBow Gamma Limited Partnership ⁽¹⁾ |
| Common Stock | 06/12/2008 | | M | | 969,579 | A | \$ 6.29 | 969,579 | I | By LeBow Epsilon Investments Trust ⁽²⁾ |
| Common Stock | 06/12/2008 | | F ⁽³⁾ | | 1,375,895 | D | \$ 17.73 | 6,065,156 | I | By LeBow Gamma Limited |

| | | | | | | | | |
|--------------|------------|------------------|---------|---|------|-----------|---|--|
| Common Stock | 06/16/2008 | J ⁽⁴⁾ | 343,974 | D | \$ 0 | 625,605 | I | Partnership <u>(1)</u> By LeBow Epsilon Investments Trust <u>(2)</u> |
| Common Stock | 06/16/2008 | J ⁽⁴⁾ | 343,974 | A | \$ 0 | 6,409,129 | I | By LeBow Gamma Limited Partnership <u>(1)</u> |

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

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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) | \$ 6.29 | 06/12/2008 | | M | 2,908,738 | 07/20/2002 | 07/20/2008 | Common Stock | 2,908,738 |
| Employee Stock Option (right to buy) | \$ 6.29 | 06/12/2008 | | M | 969,579 | 07/20/2002 | 07/20/2008 | Common Stock | 969,579 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEBOW BENNETT S C/O VECTOR GROUP LTD. | X | X | Exec. Chairman of the Board | |

100 S.E. SECOND STREET
MIAMI, FL 33131

Signatures

/s/ Bennett S.
LeBow

06/16/2008

**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).
LeBow Gamma Limited Partnership is a Nevada limited partnership. LeBow Holdings, Inc., a Nevada corporation, is the sole stockholder
- (1) 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.
- (2) Mr. LeBow is the sole trustee of LeBow Epsilon Investments Trust.
- (3) Delivery of 1,375,895 shares in payment of the exercise price in connection with the exercise of 3,878,317 employee stock options on 6/12/08.
- (4) 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.

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