

VECTOR GROUP LTD

Form 4/A

December 31, 2012

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

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

## OMB APPROVAL

OMB  
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(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)  
**10/22/2012**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**10/22/2012**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price   |
| Common<br>Stock                       | 10/22/2012                              |   | S <sup>(1)</sup>                     |   | 500,000  | D   | \$ 0 5,427,993  |
|                                       |   |   |                                      |   |  |   |   |
| Common<br>Stock                       | 10/22/2012                              |   | P <sup>(1)</sup>                     |   | 500,000  | A   | \$ 0 847,287 <sup>(2)</sup>                                       |
|                                       |   |   |                                      |   |  |   |   |

By LeBow  
Gamma  
Limited  
Partnership  
<sup>(3)</sup>

By LeBow  
Alpha LLLP  
<sup>(4)</sup>

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.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## 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 12/31/2012

\_\_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).

- This Amendment is being filed in order to correct the first two transactions reported in the Reporting Person's Form 4 filed on October 22, 2012 (the "Original Form 4"). The Original Form 4 inadvertently reported those transactions as the transfer of 500,000 shares of the Issuer's common stock from LeBow Gamma Limited Partnership to LeBow Alpha LLLP in exchange for the partial redemption of the limited partner interest held by LeBow Alpha LLLP in LeBow Gamma Limited Partnership. That transfer should have been reported as a sale of 500,000 shares of the Issuer's common stock by LeBow Gamma Limited Partnership to LeBow Alpha LLLP for \$16.56 per share in cash.
- (1) Includes 300,000 shares that also are included in the total amount of shares reported as beneficially owned by LeBow Epsilon 2001 Limited Partnership.

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(3) LeBow Gamma Limited Partnership is a Delaware limited partnership. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC, a Delaware limited liability company, 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 trustee of LeBow 2011 Management Trust and a director and officer of LeBow Gamma, Inc.

(4) LeBow Alpha LLLP is a Delaware limited liability limited partnership. LeBow Holdings LLC, a Delaware limited liability company, is the general partner of LeBow Alpha LLLP. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC. Mr. Lebow is trustee of LeBow 2011 Management Trust.

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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