

VECTOR GROUP LTD

Form 4

October 22, 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

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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)

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	10/22/2012		J ⁽¹⁾		500,000	D	\$ 0 ⁽¹⁾	5,427,993 ⁽³⁾	I	By LeBow Gamma Limited Partnership ⁽⁵⁾
Common Stock	10/22/2012		J ⁽¹⁾		500,000	A	\$ 0 ⁽¹⁾	847,287 ⁽³⁾ ⁽⁴⁾	I	By LeBow Alpha LLLP ⁽⁶⁾
Common Stock	10/22/2012		J ⁽²⁾		500,000	D	\$ 0 ⁽²⁾	347,287 ⁽³⁾ ⁽⁴⁾	I	By LeBow Alpha LLLP ⁽⁶⁾

Common Stock	3,105,586 ⁽³⁾ I	By LeBow Epsilon 2001 Limited Partnership <u>(7)</u>
Common Stock	11,575 ⁽³⁾ D	

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

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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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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 10/22/2012

**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).

(1) Represents 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.

Represents the transfer of 500,000 shares of the Issuer's common stock from LeBow Alpha LLLP to LeBow Family Irrevocable Trust in exchange for the partial redemption of the limited partner interest held by LeBow Family Irrevocable Trust in LeBow Alpha LLLP. The beneficiaries of LeBow Family Irrevocable Trust are the children and grandchildren of 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.

(3) Adjusted for the Issuer's 5% stock dividend paid to stockholders on September 28, 2012.

(4) Includes 300,000 shares that also are included in the total amount of shares reported as beneficially owned by LeBow Epsilon 2001 Limited Partnership.

(5) 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.

(6) 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.

(7) 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. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC, a Delaware limited liability company, 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 trustee of LeBow 2011 Management Trust 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.

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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