

VECTOR GROUP LTD

Form 4

March 30, 2010

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)
03/30/2010

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)
Common Stock	03/30/2010		J ⁽¹⁾	V Amount 1,050,000	(A) or (D) Price \$ 0 (1)	1,050,000	D
Common Stock	03/30/2010		J ⁽²⁾	300,000	D \$ 0 (2)	5,716,064	I
Common Stock	03/30/2010		J ⁽²⁾	300,000	A \$ 0 (2)	300,000	I

By LeBow
Gamma
Limited
Partnership
(6)

By LeBow
Alpha
LLLP (7)

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Common Stock	03/30/2010	J ⁽³⁾	300,000	D	\$ 0 ⁽³⁾	0	I	By LeBow Alpha LLLP ⁽⁷⁾
Common Stock	03/30/2010	J ⁽³⁾	300,000	A	\$ 0 ⁽³⁾	1,350,000 ⁽⁴⁾	D	
Common Stock						3,138,248 ⁽⁵⁾	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁸⁾

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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

03/30/2010

__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 a transfer from LeBow Family Irrevocable Trust (the "Trust") to Mr. LeBow. The beneficiaries of the Trust are the children and grandchildren of Mr. LeBow. Mr. LeBow does not possess beneficial ownership of the shares held by the Trust for the purpose of Section 16 of the Securities Exchange Act of 1934.

(2) Represents a transfer from LeBow Gamma Limited Partnership to LeBow Alpha LLLP.

(3) Represents a transfer from LeBow Alpha LLLP to Mr. LeBow.

(4) Consists of 1,350,000 shares which Mr. LeBow transferred to LeBow Epsilon 2001 Limited Partnership on March 30, 2010. Following this transfer, Mr. LeBow directly beneficially owned zero shares of the issuer's common stock.

(5) Includes: (i) 1,788,248 shares which LeBow Epsilon Investments Trust transferred to LeBow Epsilon 2001 Limited Partnership on March 30, 2010; and (ii) 1,350,000 shares which Mr. LeBow transferred to LeBow Epsilon 2001 Limited Partnership on March 30, 2010. Following the transfer of 1,788,248 shares from LeBow Epsilon Investments Trust to LeBow Epsilon 2001 Limited Partnership, LeBow Epsilon Investments Trust beneficially owned zero shares of the issuer's common stock.

(6) 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.

(7) LeBow Alpha LLLP is a Delaware limited liability limited partnership. LeBow Holdings, Inc. is the general partner of LeBow Alpha LLLP.

(8) 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. Mr. LeBow is a manager and sole member of LeBow Epsilon 2001 LLC.

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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