

VECTOR GROUP LTD

Form 4

March 02, 2011

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)
02/28/2011

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	02/28/2011		J ⁽¹⁾		2,959,328 ⁽²⁾	D	\$ 0 ⁽¹⁾	3,920,160 ⁽²⁾ ₍₃₎	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁵⁾
Common Stock								10,500 ⁽²⁾	D	
Common Stock								5,376,867 ⁽²⁾ ₍₄₎	I	By LeBow Gamma Limited

Partnership
(6)

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 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

03/02/2011

__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) On February 28, 2011, for estate planning purposes, Mr. LeBow transferred to LeBow Family Irrevocable Trust (the "Trust") approximately a 75% limited partnership interest in LeBow Epsilon 2001 Limited Partnership (the "Partnership") and a 49% membership interest in LeBow Epsilon 2001 LLC (which holds a 1% general partner interest in the Partnership) in exchange for a deferred payment obligation from the Trust having a value on the transaction date equal to that of the limited partnership interest and membership interest

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sold (determined in accordance with the Internal Revenue Code of 1986, as amended, and Treasury Regulations). 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) Adjusted for the Issuer's 5% stock dividend paid to stockholders on September 29, 2010.
- (3) Includes 625,000 shares previously held indirectly by LeBow Gamma Limited Partnership which were transferred to LeBow Epsilon 2001 Limited Partnership on February 8, 2011.
- (4) Excludes 625,000 shares previously held indirectly by LeBow Gamma Limited Partnership which were transferred to LeBow Epsilon 2001 Limited Partnership on February 8, 2011.

- (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. Mr. LeBow is a manager and controlling member 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.

- (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.

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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