

VECTOR GROUP LTD
Form 4
September 18, 2012

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 *
LORBER HOWARD M

(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)
09/17/2012

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)
President and CEO

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 | 09/17/2012 | | F ⁽¹⁾ | 72,529 D \$ 17.59 | 2,370,415 | D | |
| Common Stock | 09/17/2012 | | J ⁽²⁾ | 115,762 D \$ 0 ⁽²⁾ | 2,254,653 | D | |
| Common Stock | 09/17/2012 | | J ⁽²⁾ | 115,762 A \$ 0 ⁽²⁾ | 165,399 | I | By: Lorber Alpha II Limited Partnership ⁽⁴⁾ |
| Common | 09/17/2012 | | J ⁽³⁾ | 115,762 D \$ 0 ⁽³⁾ | 49,637 | I | By: Lorber |

| | | | | | | | | | |
|--------------|------------|--|--------------|---------|---|-----------------|-----------|---|--|
| Stock | | | | | | | | | Alpha II Limited Partnership <u>(4)</u> |
| Common Stock | 09/17/2012 | | J <u>(3)</u> | 115,762 | A | \$ 0 <u>(3)</u> | 226,012 | I | By: Lorber Gamma Limited Partnership <u>(5)</u> |
| Common Stock | | | | | | | 2,569,495 | I | By: Lorber Epsilon 1999 Limited Partnership <u>(6)</u> |

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.

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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 Owned Following Reporting 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 |
| LORBER HOWARD M C/O VECTOR GROUP LTD. 100 S.E. SECOND STREET; 32ND FLOOR MIAMI, FL 33131 | X | | President and CEO | |

Signatures

/s/ Howard M.
Lorber

09/18/2012

__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 a transfer of 72,529 shares from the reporting person to the issuer as payment of the reporting person's tax liability incident to the vesting of 115,762 shares of restricted stock which were awarded to the reporting person on April 7, 2009.
 - (2) Represents a transfer from the reporting person to Lorber Alpha II Limited Partnership.
 - (3) Represents a transfer from Lorber Alpha II Limited Partnership to Lorber Gamma Limited Partnership.
 - (4) Lorber Alpha II, Inc., a Nevada corporation, is the general partner of Lorber Alpha II Limited Partnership, a Nevada limited partnership. The reporting person is a director, officer and controlling stockholder of Lorber Alpha II, Inc.
 - (5) Lorber Gamma, Inc., a Nevada corporation, is the general partner of Lorber Gamma Limited Partnership, a Nevada limited partnership. The reporting person is a director, officer and controlling stockholder of Lorber Gamma, Inc.
- Lorber Epsilon 1999 LLC, a Delaware limited liability company, is the general partner of Lorber Epsilon 1999 Limited Partnership.
- (6) Lorber Alpha II Limited Partnership, a Nevada limited partnership, is the sole member of, and the reporting person is the manager of, Lorber Epsilon 1999 LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.