

VECTOR GROUP LTD
Form 4
January 12, 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 *
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)
01/11/2012

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2012		J ⁽¹⁾		41,637	D	\$ 0 <u>(1)</u>	2,957,702	I	By LeBow Epsilon 2001 Limited Partnership ⁽³⁾ ⁽⁶⁾
Common Stock	01/11/2012		J ⁽¹⁾		41,637	A	\$ 0 <u>(1)</u>	2,957,702	I	By LeBow Epsilon 2001 Limited Partnership

Common Stock	01/11/2012	J ⁽¹⁾	190,428	D	\$ 0 ⁽¹⁾	5,645,708	I	(3) (6) By LeBow Gamma Limited Partnership (4) (6)
Common Stock	01/11/2012	J ⁽¹⁾	190,428	A	\$ 0 ⁽¹⁾	5,645,708	I	By LeBow Gamma Limited Partnership (4) (6)
Common Stock	01/11/2012	J ⁽¹⁾	4,634	D	\$ 0 ⁽¹⁾	330,750 ⁽²⁾	I	By LeBow Alpha LLLP (5) (6)
Common Stock	01/11/2012	J ⁽¹⁾	4,634	A	\$ 0 ⁽¹⁾	330,750 ⁽²⁾	I	By LeBow Alpha LLLP (5) (6)
Common Stock						11,025	D	

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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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

Reporting Owners

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 01/11/2012

__Signature of Date
 Reporting Person

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 all of the shares of outstanding stock in LeBow Holdings, Inc. from Bennett S. LeBow Revocable Trust to LeBow 2011 Management Trust.
- (2) Includes 300,000 shares that also are included in the total amount of shares reported as beneficially owned by LeBow Epsilon 2001 Limited Partnership.

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. Following the reported transaction (as described in Footnote 1 of this Form 4), LeBow 2011 Management Trust is the sole stockholder of LeBow Holdings, Inc., a Nevada corporation, 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 the sole trustee of LeBow 2011 Management Trust, a director and officer of LeBow Holdings, Inc. 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.

- (3) LeBow Gamma Limited Partnership is a Delaware limited partnership. Following the reported transaction (as described in Footnote 1 of this Form 4), LeBow 2011 Management 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 LeBow 2011 Management Trust, a director and officer of LeBow Holdings, Inc. and a director and officer of LeBow Gamma, Inc.
- (5) LeBow Alpha LLLP is a Delaware limited liability limited partnership. LeBow Holdings, Inc. is the general partner of LeBow Alpha LLLP.
- (6) Following the reported transaction (as described in Footnote 1 of this Form 4), LeBow Holdings, Inc., a Nevada corporation, is expected to convert into LeBow Holdings LLC, a Delaware limited liability company.

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.