BEINSTEIN HENRY C

Form 4 June 26, 2006

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

(Print or Type Responses)

NEW YORK, NY 10019

(Last)

(City)

1. Name and Address of Reporting Person * BEINSTEIN HENRY C

(First)

(State)

Symbol

VECTOR GROUP LTD [VGR]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction (Month/Day/Year)

GAGNON SECURITIES LLC, 1370 06/08/2006

AVENUE OF THE AMERICAS

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

_X__ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

Issuer

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acqu	nired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	,	· ·
Common Stock	06/08/2006		M	2,700	A	\$ 6.61	19,934	D	
Common Stock	06/08/2006		M	2,700	A	\$ 7.69	22,634	D	
Common Stock	06/08/2006		M	2,700	A	\$ 7.43	25,334	D	
Common Stock	06/08/2006		M	2,700	A	\$ 7.65	28,034	D	
Common Stock	06/08/2006		M	2,700	A	\$ 11.96	30,734	D	

Edgar Filing: BEINSTEIN HENRY C - Form 4

Common 06/08/2006 M 5,400 A \$8.68 36,134 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 ction f Derivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.68	06/08/2006		M		5,400	01/19/2001	12/13/2007	Common Stock	5,400
Employee Stock Option (right to buy)	\$ 6.61	06/08/2006		M		2,700	06/04/2002	12/13/2007	Common Stock	2,700
Employee Stock Option (right to buy)	\$ 7.69	06/08/2006		M		2,700	10/24/2003	12/13/2007	Common Stock	2,700
Employee Stock Option (right to buy)	\$ 7.43	06/08/2006		M		2,700	06/02/2004	12/13/2007	Common Stock	2,700
Employee Stock Option (right to	\$ 7.65	06/08/2006		M		2,700	05/24/2005	12/13/2007	Common Stock	2,700

buy)

Employee

Stock
Option \$ 11.96 06/08/2006 M 2,700 12/13/2005 12/13/2007 Common Stock 2,700

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEINSTEIN HENRY C GAGNON SECURITIES LLC 1370 AVENUE OF THE AMERICAS NEW YORK, NY 10019

X

Signatures

/s/ Henry C.

Beinstein 06/23/2006

**Signature of Pate 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).

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.

Reporting Owners 3