

VECTOR GROUP LTD
Form 4
June 16, 2008

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

(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)
06/12/2008

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)
Exec. Chairman of the Board

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	(D)	Price		
Common Stock	06/12/2008		M		2,908,738	A	\$ 6.29 7,441,050	I	By LeBow Gamma Limited Partnership ⁽¹⁾
Common Stock	06/12/2008		M		969,579	A	\$ 6.29 969,579	I	By LeBow Epsilon Investments Trust ⁽²⁾
Common Stock	06/12/2008		F ⁽³⁾		1,375,895	D	\$ 17.73 6,065,156	I	By LeBow Gamma Limited

Common Stock	06/16/2008	J ⁽⁴⁾	343,974	D	\$ 0	625,605	I	Partnership <u>(1)</u> By LeBow Epsilon Investments Trust <u>(2)</u>
Common Stock	06/16/2008	J ⁽⁴⁾	343,974	A	\$ 0	6,409,129	I	By LeBow Gamma Limited Partnership <u>(1)</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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 6.29	06/12/2008		M	2,908,738	07/20/2002 07/20/2008	Common Stock	2,908,738	
Employee Stock Option (right to buy)	\$ 6.29	06/12/2008		M	969,579	07/20/2002 07/20/2008	Common Stock	969,579	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBOW BENNETT S C/O VECTOR GROUP LTD.	X	X	Exec. Chairman of the Board	

100 S.E. SECOND STREET
MIAMI, FL 33131

Signatures

/s/ Bennett S.
LeBow

06/16/2008

**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).
LeBow Gamma Limited Partnership is a Nevada limited partnership. LeBow Holdings, Inc., a Nevada corporation, is the sole stockholder
- (1) of LeBow Gamma, Inc., a Nevada corporation, which is the general partner of LeBow Gamma Limited Partnership. Mr. LeBow is a director, officer and sole stockholder of LeBow Holdings, Inc. and a director and officer of LeBow Gamma, Inc.
- (2) Mr. LeBow is the sole trustee of LeBow Epsilon Investments Trust.
- (3) Delivery of 1,375,895 shares in payment of the exercise price in connection with the exercise of 3,878,317 employee stock options on 6/12/08.
- (4) Represents a transfer from LeBow Epsilon Investments Trust to LeBow Gamma Limited Partnership.

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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