VECTOR GROUP LTD

Form 4

December 22, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FROST PHILLIP MD ET AL Issuer Symbol VECTOR GROUP LTD [VGR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ 10% Owner Director _ Other (specify Officer (give title 4400 BISCAYNE 09/30/2009 below) **BOULEVARD, SUITE 1500** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person X_ Form filed by More than One Reporting

MIAMI, FL 33137

(State)

(Zip)

(City)

(City)	(State) (A	Table	I - Non-D	erivative	Secur	rities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of		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)
Common Stock	09/30/2009		X	1,050 (1)	A	\$ 16.67 (1)	4,956,679	I	By Frost Gamma Investments Trust (2)
Common Stock	10/01/2009		X	1,050 (1)	A	\$16.67 (1)	4,957,729	I	By Frost Gamma Investments Trust (2)
Common Stock	12/18/2009		P	505	A	\$ 13.6825	4,958,234	I	By Frost Gamma Investments Trust (2)

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Commmon Stock	12/18/2009	P	2,200	A	\$ 13.69	4,960,434	I	By Frost Gamma Investments Trust (2)
Common Stock	12/18/2009	P	600	A	\$ 13.7408	4,961,034	I	By Frost Gamma Investments Trust (2)
Common Stock	12/18/2009	P	3,800	A	\$ 13.75	4,964,834	I	By Frost Gamma Investments Trust (2)
Common Stock	12/18/2009	P	2,895	A	\$ 13.76	4,967,729	I	By Frost Gamma Investments Trust (2)
Common Stock						10,500	I	By Patricia Frost (3)

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.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. orNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Put option (obligation to buy)	\$ 16.67 (1)	09/30/2009		X	10	03/06/2009	01/16/2010	Common Stock	1,050 (1)
Put option	\$ 16.67	10/01/2009		X	10	03/06/2009	01/16/2010	Common	1,050

(obligation $\underline{\ ^{(1)}}$ to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
FROST PHILLIP MD ET AL 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137		X				
Frost Gamma Investments Trust 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137		X				
Frost Nevada Investments Trust 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137		X				

Signatures

/s/ Phillip Frost, MD	12/21/2009			
**Signature of Reporting Person	Date			
Frost Gamma Investments Trust by: /s/ Phillip Frost, MD, Trustee				
**Signature of Reporting Person	Date			
Frost Nevada Investments Trust by: /s/ Phillip Frost, MD, Trustee	12/21/2009			
**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) All share and price information has been adjusted to reflect the 5% stock dividend paid by the Issuer on September 29, 2009.
 - These securities are held by Frost Gamma Investments Trust, of which Phillip Frost M.D., is the trustee. Frost Gamma L.P. is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general
- partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) These securities are held by Patricia Frost, Dr. Frost's spouse. Dr. Frost disclaims beneficial ownership of these securities.

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.

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