

Edgar Filing: VECTOR GROUP LTD - Form 4

VECTOR GROUP LTD
Form 4
November 22, 2002

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

OMB Approval
OMB Number - 3235-0287
Expires: December 31, 2001
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1. Name and Address of Reporting Person*

Icahn (Last)	Carl (First)	C. (Middle)	
c/o Icahn Associates Corp. 767 Fifth Avenue, Suite 4700 (Street)			
New York (City)	New York (State)		10153

2. Issuer Name and Ticker or Trading Symbol

Vector Group, Ltd. (VGR)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for November 20, 2002 - November 22, 2002
(Month/Date/Year)

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

5. If Amendment, Date of Original
(Month/Year)

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6. Relationship of Reporting Person to Issuer
 (Check all applicable)

_____ Director	x	10% Owner
_____ Officer	_____	Other (specify below)

(give title below)

7. Individual or Joint/Group Filing (check applicable line)
 _____ Form filed by One Reporting Person
 x Form Filed by More than One Reporting Person

Table I (A) - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security
 (Instr. 3)

Common Stock, \$0.10 par value ("Shares")

2. Transaction Date
 (Month/Day/Year)

11/20/02

3. Transaction Code (Instr. 8)

Code	V
P	

4. Securities Acquired (A) or Disposed of (D)
 (Instr. 3, 4 and 5)

Amount	(A) or (D)	Price
200,000	A	\$9.72

5. Amount of Securities Beneficially Owned at End of Transaction
 (Instr. 3 and 4)

7,607,689

6. Ownership Form: Direct (D) or Indirect (I)
 (Instr. 4)

I

7. Nature of Indirect Beneficial Ownership
 (Instr. 4)

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See Explanation

Table I (B) - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security
(Instr. 3)

Common Stock, \$0.10 par value ("Shares")
2. Transaction Date
(Month/Day/Year)

11/21/02
3. Transaction Code (Instr. 8)

Code V
P
4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

Amount	(A) or (D)	Price
29,800	A	\$10.28
5. Amount of Securities Beneficially Owned at End of Transaction
(Instr. 3 and 4)

7,637,489
6. Ownership Form: Direct (D) or Indirect (I)
(Instr. 4)

I
7. Nature of Indirect Beneficial Ownership
(Instr. 4)

See Explanation

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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)

6.25% Convertible Subordinated Notes due 2008 (the "Notes")
2. Conversion of Exercise Price of Derivative Security

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- \$30.91
3. Transaction Date
(Month/Day/Year)
- Conversion price as of 9/20/02
4. Transaction Code
(Instr. 8)
- Code V
5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)
- (A) (D)
6. Date Exercisable and Expiration Date
(Month/Day/Year)
- | Date Exercisable | Expiration Date |
|------------------|-----------------|
| 6/29/01 | 7/15/08 |
7. Title and Amount of Underlying Securities
(Instr. 3 and 4)
- | Title | Amount or Number of Shares |
|--------------------------------|----------------------------|
| Common Stock, \$0.10 par value | 647,040 |
8. Price of Derivative Security
(Instr. 5)
- \$20,000,000
9. Number of Derivative Securities Beneficially Owned at End of
Transaction
(Instr. 4)
- \$20,000,000 principal
10. Ownership Form of Derivatives Security: Direct (D) or Indirect (I)
(Instr. 4)
- I
11. Nature of Indirect Beneficial Ownership
(Instr. 4)
- See Explanation

Explanation of Responses:

The conversion price of the Notes was adjusted to \$30.91 per share due to a stock dividend payable on September 27, 2002. Assuming future conversion of the Notes, Barberrry Corp. (Barberrry) may be deemed to directly beneficially own 647,040 Shares. As general partner of High River, Barberrry may be deemed to beneficially own 7,637,489 Shares as to which High River possesses direct

JOINT FILER INFORMATION

Name: Barberry Corp.

Address: 100 South Bedford Road
Mt. Kisco, New York 10549

Designated
Filer: Carl C. Icahn

Issuer: Vector Group, Ltd.

Statement
for: November 20, 2002 - November 22, 2002

Signature: Barberry Corp.

By: /s/ Robert J. Mitchell
Name: Robert J. Mitchell
Title: Authorized Signatory