FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | |
|---------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | |
| Estimated average h | nurden | | | | | | | |

hours per response:

0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | <u> </u> | 0000.0. | . 55() | | | | 00pay 7.10 | | | | | | | | | | | |
|---|---|--|--|--|---|--|--|--|--|--|--|---------------------------------------|--|---|---|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* LEBOW BENNETT S | | | | | 2. Issuer Name and Ticker or Trading Symbol VECTOR GROUP LTD [VGR] | | | | | | | | | heck all app | oplicable) | | | | | | |
| | | | | | | | | | | | | | | | | title | | | | | |
| (Last) (First) (Middle) 667 MADISON AVENUE | | | | | | Trai | nsactio | n (Mo | nth/Day/Year) | | | | | | | ,pooy | | | | | |
| 14TH FLOOR | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| ORK N | Y 1 | 10065 | 5 | - | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| (St | ate) (| Zip) | | - | | | | | | | | Person | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | | |
| Date | | Date | - 1 | 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 | | | d 5) Securitie Benefici Owned F | | ly | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | <u> </u> | | | | | Code | v | Amount | (A) or (D) | Price | | Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | | | |
| Stock | | | 02/03/20 | 15 | | | | S ⁽¹⁾ | | 25,000 | D | \$22.62 | 2 ⁽²⁾ | 2,172, | ,370 |] | I | Epsi Lim | LeBow ilon 2001 ited nership ⁽³⁾ | | |
| Stock | | | 02/04/20 | 15 | | | | S ⁽¹⁾ | | 25,000 | D | \$22.77 | 7 (4) | 2,147, | ,370 | 1 | I | Epsi Lim | LeBow ilon 2001 ited nership ⁽³⁾ | | |
| Stock | | | | | | | | | | | | | | 1,549, | ,755 | I |) | | | | |
| Stock | | | | | | | | | | | | | | 5,984, | ,359 |] | ſ | Gan | | | |
| Common Stock | | | | | | | | | | | | | 382,883 | | I | | By LeBow Alpha LLLP ⁽⁶⁾ | | | | |
| | Та | ble I | II - Derivat (e.g., p | tive s uts, | Secur calls, | ities <i>A</i> warra | cq | uired s, opt | l, Dis | sposed of, , converti | , or Be ble se | eneficia curitie | ally s) | Owned | | | | | | | |
| 1. Title of 2. 3. Transaction Date Execution Security or Exercise (Month/Day/Year) if any | | Deemed ution Date, | on Date, Trans | | ansaction of Derivative Securities Acquired (A) or Disposed of (D) | | 6. Date ExExpiration (Month/Da | | ercisable and Date | 7. Titl Amou Secul Unde Deriv Secul | 7. Title and Amount of Securities Underlying Derivative | | Derivative Security | derivati Securiti Benefic Owned Followi Reporte Transac | ive ities | | hip (D) (ect (| 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | Cor | | · v | (A) | (D) | | | | | | | | | | | | | | |
| | (Fi DISON AVI OOR ORK N' (St Stock Stock Stock Stock 2. Conversion or Exercise Price of Derivative | (First) (ODISON AVENUE OOR ORK NY 1 (State) (Table Security (Instr. 3) Stock Stock Stock Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle DISON AVENUE OOR DRK NY 10065 (State) (Zip) Table I - Security (Instr. 3) Stock Stock Table I Conversion or Exercise Price of Derivative Price of Derivative Conversion (Month/Day/Year) Execution of E | (First) (Middle) DISON AVENUE OOR Table I - Non-Deriv Security (Instr. 3) Stock Table II - Derivat (e.g., p Conversion or Exercise Price of Derived (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | W BENNETT S (First) (Middle) OISON AVENUE OOR Table I - Non-Derivativ Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative: (e.g., puts, 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative: (e.g., puts, A Deemed Execution Date, if any (Month/Day/Year) A Transaction Date (Month/Day/Year) A Demend Execution Date, if any (Month/Day/Year) A Transaction One of Execution Date, if any (Month/Day/Year) A Demend Execution Date, if any (Month/Day/Year) B Demend Execution Date, if any (Month/Day/Year) A Demend Execution Date, if any (Month/Day/Year) B Demend Execution Date, if any (Month/Day/Year) | W BENNETT S (First) (Middle) DISON AVENUE OOR Table I - Non-Derivative Sec Gecurity (Instr. 3) Stock 12. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative Security (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year) A lif Amen 2. Transaction Date (L.g., puts, calls, if any (Month/Day/Year) A lif Amen 2. Transaction Date (L.g., puts, calls, if any (Month/Day/Year) A lif Amen 2. Transaction Date (L.g., puts, calls, if any (Month/Day/Year) A lif Amen 2. Transaction Date (L.g., puts, calls, if any (Month/Day/Year) A lif Amen 2. Transaction Date (Month/Day/Year) A lif Amen 2. Transaction Date (Month/Day/Year) A lif Amen 3. Date of 02/03/2015 | W BENNETT S (First) (Middle) OSSON AVENUE OOR Table I - Non-Derivative Securities Security (Instr. 3) Table I - Non-Derivative Securities (Month/Day/Year) Stock 02/03/2015 Stock 02/03/2015 Stock 02/03/2015 Stock 1 Derivative Securities A (e.g., puts, calls, warra 2 Conversion of Exercise Price of Date (Month/Day/Year) Stock Table II - Derivative Securities A (e.g., puts, calls, warra 2 Conversion of Exercise Price of Date (Month/Day/Year) A Deemed Execution Date (e.g., puts, calls, warra Conversion of Exercise Price of Date (Month/Day/Year) Stock Table II - Derivative Securities A (e.g., puts, calls, warra Conversion of Exercise Price of Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities A (e.g., puts, calls, warra Conversion of Exercise Price of Date (Instr. Security) (Month/Day/Year) Stock Table II - Derivative Securities A (e.g., puts, calls, warra (e.g., puts, calls, warra Code (Instr. Security) (A) or Disposition (A) or Disposition (Disposition (A) or Disposition | W BENNETT S (First) (Middle) OOR (First) (Middle) DISON AVENUE OOR Table I - Non-Derivative Securities Acquired (Month/Day/Year) Stock 02/03/2015 Table II - Derivative Securities Acquege, puts, calls, warrants 2. Transaction Date (Month/Day/Year) Stock 1 - Derivative Securities Acquege, puts, calls, warrants 2 - Conversion Date (Month/Day/Year) A - Deemed Security Securities Acquege, puts, calls, warrants 2 - Conversion Date (Month/Day/Year) A - Deemed Security Securities Acquege, puts, calls, warrants A - Deemed Security Securities Acquege (A) or Derivative Securities Acquege (A | (First) (Middle) DISON AVENUE OOR Table I - Non-Derivative Securities Acquire (Month/Day/Year) Stock Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opt (Month/Day/Year) Price of Exercise (Month/Day/Year) Price of Price | (First) (Middle) DISON AVENUE OOR Table I - Non-Derivative Securities Acquired, I farm (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, I farm (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, I sold (Particular Particular P | (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed Or Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock 02/03/2015 | VECTOR GROUP LTD VGR | VECTOR GROUP LTD VGR VGR | WBENNETT S (First) (Middle) ODR Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Plany (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficial Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficial Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficial Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficial Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible Securities) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible Securities) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible Securities) 2. Transaction Date Execution Date Securities Acquired (A) or Derivative Security (Instr. 3) (Month/Day/Year) Amount Oscurity (Instr. 3) Amount Oscurity (Instr. 3) | VBENNETTS VGR VGR | VECTOR GROUP LTD VGR Security (Instr. 3) Amount of Derivative Securities Acquired, Disposed of, or Beneficially Owned (Stock 02/03/2015 Stock 02/03/2015 Stock | VECTOR GROUP LTD VGR Check all applicable VECTOR GROUP LTD VGR Check all applicable VECTOR GROUP LTD VGR VARIOUR VECTOR GROUP LTD VGR VG | VECTOR GROUP LTD VGR | Check all applicables Chec | | |

Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 4, 2014.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.41 to \$22.77, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (4) to this Form 4.
- 3. 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. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC, a Delaware limited liability company, 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 trustee of LeBow 2011 Management Trust 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.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.66 to \$22.93, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (4) to this Form 4.
- 5. LeBow Gamma Limited Partnership is a Delaware limited partnership. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC, a Delaware limited liability company, 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 trustee of LeBow 2011 Management Trust and a director and officer of LeBow Gamma, Inc. 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 Gamma Limited Partnership except to the extent of his pecuniary interest therein.
- 6. LeBow Alpha LLLP is a Delaware limited liability limited partnership. LeBow Holdings LLC, a Delaware limited liability company, is the general partner of LeBow Alpha LLLP. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC. Mr. LeBow is trustee of LeBow 2011 Management Trust. 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 Alpha LLLP except to the extent of his pecuniary interest therein.

Remarks:

/s/ J. Bryant Kirkland III, Attorney-in-fact

02/04/2015

Date

** Signature of Reporting Person

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).
- ** 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.

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 Number.