SEC Form 4	
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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).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPR	OVAL
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	ddress of Reporting <u>BENNETT S</u>	Person*	2. Issuer Name and Ticker or Trading Symbol <u>VECTOR GROUP LTD</u> [VGR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner
	(First) OR GROUP LTD.		3. Date of Earliest Transaction (Month/Day/Year) 04/11/2011	Officer (give title Other (specify below) below)
100 S.E. SE	COND STREET;	32ND FLOOR	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)				X Form filed by One Reporting Person
MIAMI	FL	33131	_	Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)	
Common Stock	04/11/2011		J ⁽¹⁾		392,690	D	\$0.00 ⁽¹⁾	3,920,160	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁶⁾	
Common Stock	04/11/2011		J ⁽¹⁾		392,690	A	\$0.00 ⁽¹⁾	3,920,160	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁶⁾	
Common Stock	04/11/2011		J ⁽²⁾		3,920,160	D	\$0.00 ⁽²⁾	0	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁶⁾	
Common Stock	04/12/2011		J ⁽³⁾		3,348,405	A	\$0.00 ⁽³⁾	3,348,405 ⁽⁴⁾	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁶⁾	
Common Stock	04/12/2011		J ⁽⁵⁾		2,773,484	D	\$0.00 ⁽⁵⁾	3,348,405	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁶	
Common Stock	04/12/2011		J ⁽⁵⁾		2,773,484	A	\$0.00 ⁽⁵⁾	3,348,405	I	By LeBow Epsilon 2001 Limited Partnership ⁽⁶⁾	
Common Stock								10,500	D		
Common Stock								5,376,867	I	By LeBow Gamma Limited Partnership ⁽⁷⁾	

 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)	Transaction of Expiration Date (Code (Instr. Derivative 8) Securities Acquired (A) or		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Transaction Code (Instr. 8) Code (Instr. 8) Code (Instr. 8) Control (Instr. 8) Control (Instr. 9) Control (I		Transaction Code (Instr. 8) Code (Instr. 8) Code (Instr. 8) Code (Instr. 9) Code (Instr. 9) Co		Amount of Deriv Securities Secu		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	t
				Code	v	(A)	(D)	Date Expiration Exercisable Date		Title	Amount or Number of Shares							

Explanation of Responses:

1. Represents: (i) the transfer of a 10% limited partner interest in LeBow Epsilon 2001 Limited Partnership from LeBow Gamma Limited Partnership to LeBow Alpha LLLP; and (ii) the transfer of a 2% membership interest in LeBow Epsilon 2001 LLC from LeBow Gamma Limited Partnership to LeBow Alpha LLLP.

2. Represents: (i) the transfer of a 10% limited partner interest in LeBow Epsilon 2001 Limited Partnership from LeBow Alpha LLLP to LeBow Family Irrevocable Trust; and (ii) the transfer of a 2% membership interest in LeBow Epsilon 2001 LLC from LeBow Alpha LLLP to LeBow Family Irrevocable Trust. The beneficiaries of LeBow Family Irrevocable Trust are the children and grandchildren of Mr. LeBow. Mr. LeBow does not possess beneficial ownership of the shares held by LeBow Family Irrevocable Trust for the purpose of Section 16 of the Securities Exchange Act of 1934. Upon the transfer of that 2% membership interest in LeBow Epsilon 2001 LLC from LeBow Alpha LLLP to LeBow Family Irrevocable Trust, Mr. LeBow no longer indirectly owned a controlling membership interest in LeBow Epsilon 2001 LLC from LeBow Family Irrevocable Trust, Mr. LeBow no longer indirectly owned a controlling membership interest in LeBow Epsilon 2001 LLC which is the sole general partner of LeBow Family Partnership.

3. Represents: (i) the transfer of approximately an 82% limited partner interest in LeBow Epsilon 2001 Limited Partnership from LeBow Family Irrevocable Trust to LeBow Beta II LP; and (ii) the transfer of a 51% membership interest in LeBow Epsilon 2001 LLC from LeBow Family Irrevocable Trust to LeBow Beta II LP, Upon the transfer of that 51% membership interest in LeBow Epsilon 2001 LLC from LeBow Family Irrevocable Trust to LeBow Beta II LP, Upon the transfer of that 51% membership interest in LeBow Epsilon 2001 LLC from LeBow Family Irrevocable Trust to LeBow Beta II LP, Mr. LeBow acquired a controlling membership interest in LeBow Epsilon 2001 LLC, which is the sole general partner of LeBow Epsilon 2001 Limited Partnership.

4. Excludes 571,755 shares previously held indirectly by LeBow Epsilon 2001 Limited Partnership which were transferred to LeBow Family Irrevocable Trust on April 12, 2011.

5. Represents: (i) the transfer of approximately an 82% limited partner interest in LeBow Epsilon 2001 Limited Partnership from LeBow Beta II LP to LeBow Alpha LLLP; and (ii) the transfer of a 51% membership interest in LeBow Epsilon 2001 LLC from LeBow Beta II LP to LeBow Alpha LLLP.

6. 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. Bennett S. LeBow Revocable Trust is the sole stockholder of LeBow Holdings, Inc., a Nevada corporation, 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 the sole trustee of Bennett S. LeBow Revocable Trust, a director and officer of LeBow Holdings, Inc. and a manager of LeBow Epsilon 2001 LLC. Mr. LeBow is the sole trustee of Bennett S. LeBow Revocable Trust, a director and officer of LeBow Holdings, Inc. and a manager of LeBow Epsilon 2001 LLC. Mr. LeBow is 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.

7. LeBow Gamma Limited Partnership is a Delaware limited partnership. Bennett S. LeBow Revocable Trust is the sole stockholder of LeBow Holdings, Inc., a Nevada corporation, which is the sole stockholder of LeBow Gamma Limited Partnership. Mr. LeBow is the sole trustee of Bennett S. LeBow Revocable Trust, a director and officer of LeBow Holdings, Inc., and a director and officer of LeBow Gamma, Inc.

/s/ Bennett S. LeBow	04/13/2011				
** Signature of Reporting Person	Date				

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.