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

10153

Check this box if no longer	OMB Approval
subject to Section 16. Form 4 or	OMB Number - 3235-0287
Form 5 obligations may continue.	Expires: December 31, 2001
See Instruction 1(b)	Estimated average burden hours per
	response - 0.5

Name and Address	of Reporting Pers	on*
Icahn (Last)	Carl (First)	C. (Middle)
c/o Icahn Associa 767 Fifth Avenue, (S		
New York (City)	New York (State)	:

Issuer Name and Ticker or Trading Symbol
 Vector Group, Ltd. (VGR)

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

4. Statement for September 20, 2002 (Month/Date/Year)

1.

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)

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

Directorx10% Owner0fficer0ther (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)

9/20/02

3.	Transaction Code (Instr. 8)	
	Code V	
	Ρ	
4.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
	Amount (A) or (D) 335,490 A	Price 5% Dividend payable on 9/27/02
5.	Amount of Securities Beneficially Ow (Instr. 3 and 4)	ned at End of Transaction
	7,045,290	
6.	Ownership Form: Direct (D) or Indire (Instr. 4)	ect (I)
	I	
7.	Nature of Indirect Beneficial Owners (Instr. 4)	hip
	See Explanation	
		Page 1 of 4
	Table II - Derivative Securities Acq Owned (e.g., puts, calls, warrant	uired, Disposed of, or Beneficially s, 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 Deri	vative Security
	\$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 Acqu	
	(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 Secur (Instr. 3 and 4)	ities
	Title Common Stock, \$0.10 par value	Amount or Number of Shares 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)

Ι

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, Barberry Corp. (Barberry) may be deemed to directly beneficially own 647,040 Shares. As general partner of High River, Barberry may be deemed to beneficially own 7,045,290 Shares as to which High River possesses direct beneficial ownership. Mr. Icahn may, by virtue of his ownership of 100% interest in Barberry, be deemed to beneficially own 7,045,290 Shares as to which High River possesses direct beneficial ownership and 647,040 Shares as to which Barberry possesses direct beneficial ownership. Each of Mr. Icahn and Barberry disclaim beneficial ownership of the Shares that High River directly beneficially owns for all other purposes. Mr. Icahn disclaims beneficial ownership of the Shares that Barberry directly beneficially owns. Ms. Gail Golden, the spouse of Mr. Icahn, directly beneficially owns 13,834 Shares. Mr. Icahn disclaims beneficial ownership of Shares directly beneficially owned by Ms. Golden.

/s/ Carl C. Icahn September 20, 2002 **Signature of Reporting Person Date Carl C. Icahn

**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 provided 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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[Signature Page to Form 4 of Carl C. Icahn and affiliates for Vector Group Ltd. (September 20, 2002)]

JOINT FILER INFORMATION

- Address: 100 South Bedford Road Mt. Kisco, New York 10549
- Designated Filer: Carl C. Icahn
- Issuer: Vector Group, Ltd.
- Statement for: September 20, 2002
- Signature: Barberry Corp., as General Partner
 - By: /s/ Robert J. Mitchell Name: Robert J. Mitchell Title: Authorized Signatory

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:	September 20, 2002
Signature:	Barberry Corp.

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

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