

**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

<b>OMB APPROVAL</b>	
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Estimated average burden	
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).

<p>1. Name and Address of Reporting Person* <b><u>FROST PHILLIP MD ET AL</u></b></p> <p>(Last) (First) (Middle)</p> <p><b>4400 BISCAYNE BOULEVARD</b> <b>SUITE 1500</b></p> <p>(Street)</p> <p><b>MIAMI FL 33137</b></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol <b><u>VECTOR GROUP LTD [ VGR ]</u></b></p> <p>3. Date of Earliest Transaction (Month/Day/Year) <b>02/03/2015</b></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/2015		C		2,227,552	A	\$0.00 <sup>(1)</sup>	4,455,104 <sup>(2)</sup>	I	By Frost Nevada Investments Trust <sup>(3)</sup>
Common Stock								13,415,056 <sup>(2)</sup>	I	By Frost Gamma Investments Trust <sup>(4)</sup>
Common Stock								13,399 <sup>(2)</sup>	I	By Patricia Frost <sup>(5)</sup>

**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)	4. Transaction Code (Instr. 8)		5. Number 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 Securities Underlying Derivative Security (Instr. 3 and 4)		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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
6.75% Variable Interest Senior Convertible Note due 2015	\$11.22	02/03/2015		C		25,000,000		11/14/2014	02/15/2015	Common shares	2,227,552	\$25,000,000	0	I	By Frost Nevada Investments Trust <sup>(3)</sup>

1. Name and Address of Reporting Person\*  
**FROST PHILLIP MD ET AL**

(Last) (First) (Middle)

**4400 BISCAYNE BOULEVARD**  
**SUITE 1500**

(Street)

**MIAMI FL 33137**

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**Frost Gamma Investments Trust**

(Last) (First) (Middle)

**4400 BISCAYNE BOULEVARD**  
**SUITE 1500**

(Street)

**MIAMI FL 33137**

(City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Frost Nevada Investments Trust</a>		
(Last)	(First)	(Middle)
4400 BISCAYNE BOULEVARD		
SUITE 1500		
(Street)		
MIAMI	FL	33137
(City)	(State)	(Zip)

**Explanation of Responses:**

- On February 3, 2015, Frost Nevada Investments Trust converted \$25,000,000 of its 6.75% Variable Interest Senior Note due 2015 (the "Note"). The Note has been retired in full.
- All shares and price information has been adjusted to reflect the 5% stock dividend, which was paid by the Issuer on September 26, 2014.
- These securities are held by Frost Nevada Investments Trust, of which the Reporting Person is the trustee and Frost-Nevada, L.P. is the sole and exclusive beneficiary. The Reporting Person is one of five limited partners of Frost-Nevada, L.P. and the sole shareholder of Frost-Nevada Corporation, the sole general partner of Frost-Nevada, L.P.
- 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.
- These securities are held by Patricia Frost, Dr. Frost's spouse. Pursuant to Rule 16a-1(a)(4), the Reporting Person disclaims beneficial ownership of these shares.

**Remarks:**

Exhibit Index: Ex.99 Joint Filer Agreement

<a href="#">/s/ Phillip Frost, MD</a>	<a href="#">02/03/2015</a>
<a href="#">Frost Gamma Investments Trust</a>	
<a href="#">by: /s/ Phillip Frost, MD, Trustee</a>	<a href="#">02/03/2015</a>
<a href="#">Frost Nevada Investments Trust</a>	
<a href="#">by: /s/ Phillip Frost, MD, Trustee</a>	<a href="#">02/03/2015</a>

\*\* 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.**

FORM 4 - JOINT FILER INFORMATION  
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NAME: Frost Gamma Investments Trust  
ADDRESS: 4400 Biscayne Blvd  
Miami, FL 33137  
Designated Filer: Phillip Frost, M.D.  
Issuer and Ticker Symbol: Vector Group Ltd. (VGR)  
Date of Event Requiring Statement: February 3, 2015

FROST GAMMA INVESTMENTS TRUST

by: /s/ Phillip Frost MD, as trustee  
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Phillip Frost, M.D., Trustee

JOINT FILER INFORMATION  
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NAME: Frost Nevada Investments Trust  
ADDRESS: 4400 Biscayne Blvd  
Miami, FL 33137  
Designated Filer: Phillip Frost, M.D.  
Issuer and Ticker Symbol: Vector Group Ltd. (VGR)  
Date of Event Requiring Statement: February 3, 2015

FROST NEVADA INVESTMENTS TRUST

by: /s/ Phillip Frost MD, as trustee  
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Phillip Frost, M.D., Trustee