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

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): DECEMBER 20, 2004

VECTOR GROUP LTD.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation)

1-5759

(Commission File Number)

65-0949535

(I.R.S. Employer Identification No.)

100 S.E. SECOND STREET, MIAMI, FLORIDA

(Address of Principal Executive Offices)

33131

(Zip Code)

(305) 579-8000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities
Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange
Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under
the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under
the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

See Item 3.02, which is incorporated herein by reference.

ITEM 3.02. UNREGISTERED SALES OF EQUITY SECURITIES.

As previously disclosed, on November 18, 2004, Vector Group Ltd. (the "Company") completed the sale of \$65.5 million of its 5% Variable Interest Senior Convertible Notes due 2011 (the "Notes") to qualified institutional buyers in accordance with Rule 144A of the Securities Act of 1933, as amended. Under the terms of the sale, the initial buyers of the Notes received the right, for a 120-day period ending on March 18, 2005, to purchase an additional \$16.375 million of the Notes.

On December 20, 2004, two of the initial buyers of the Notes exercised their right to purchase a total of approximately \$1.406 million principal amount of additional Notes. As of that date, no other such rights have been exercised so the remaining initial buyers have the right to purchase, up to March 18, 2005, approximately an additional \$14.969 million principal amount of the Notes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VECTOR GROUP LTD.

By: /s/ Joselynn D. Van Siclen

Joselynn D. Van Siclen
Vice President and Chief Financial
Officer

Date: December 21, 2004