

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>LEBOW BENNETT S</u> (Last) (First) (Middle) <u>C/O VECTOR GROUP LTD.</u> <u>100 S.E. SECOND STREET; 32ND FLOOR</u> (Street) <u>MIAMI FL 33131</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VECTOR GROUP LTD [VGR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/24/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	09/24/2009		M		2,443,338 ⁽¹⁾	A	\$9.48 ⁽¹⁾	3,133,067 ⁽¹⁾	I	By LeBow Epsilon Investments Trust ⁽²⁾
Common Stock	09/24/2009		M		775,660 ⁽¹⁾	A	\$12.32 ⁽¹⁾	3,908,727 ⁽¹⁾	I	By LeBow Epsilon Investments Trust ⁽²⁾
Common Stock	09/24/2009		F ⁽³⁾		1,501,157 ⁽¹⁾	D	\$15.43 ⁽¹⁾	4,514,907 ⁽¹⁾	I	By LeBow Gamma Limited Partnership ⁽⁴⁾
Common Stock	09/24/2009		F ⁽⁵⁾		619,322 ⁽¹⁾	D	\$15.43 ⁽¹⁾	3,895,585 ⁽¹⁾	I	By LeBow Gamma Limited Partnership ⁽⁴⁾
Common Stock	09/24/2009		J ⁽⁶⁾		2,120,479 ⁽¹⁾	D	\$0.00	1,788,248 ⁽¹⁾	I	By LeBow Epsilon Investments Trust ⁽²⁾
Common Stock	09/24/2009		J ⁽⁶⁾		2,120,479 ⁽¹⁾	A	\$0.00	6,016,064 ⁽¹⁾	I	By LeBow Gamma Limited Partnership ⁽⁴⁾

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				
Employee Stock Option (right to buy)	\$9.48	09/24/2009		M			2,443,338 ⁽¹⁾	11/04/2003	09/29/2009	Common Stock	2,443,338 ⁽¹⁾	\$0	0	I	By LeBow Epsilon Investments Trust ⁽¹⁾⁽⁵⁾
Employee Stock Option (right to buy)	\$12.32	09/24/2009		M			775,660 ⁽¹⁾	11/04/2003	09/29/2009	Common Stock	775,660 ⁽¹⁾	\$0	0	I	By LeBow Epsilon Investments Trust ⁽¹⁾⁽⁵⁾

Explanation of Responses:

- All information presented is adjusted for Vector Group Ltd.'s 5% stock dividend payable to stockholders of record on September 18, 2009.
- Mr. LeBow is the sole trustee of LeBow Epsilon Investments Trust.
- Delivery of 1,501,157 shares in payment of the exercise price in connection with the exercise of 2,443,338 employee stock options on 9/24/09.
- LeBow Gamma Limited Partnership is a Nevada limited partnership. LeBow Holdings, Inc., a Nevada corporation, is the sole stockholder of LeBow Gamma, Inc., a Nevada corporation, which is the general partner of LeBow Gamma Limited Partnership. Mr. LeBow is a director, officer and sole stockholder of LeBow Holdings, Inc. and a director and officer of LeBow Gamma, Inc.
- Delivery of 619,322 shares in payment of the exercise price in connection with the exercise of 775,660 employee stock options on 9/24/09.
- Represents a transfer from LeBow Epsilon Investments Trust to LeBow Gamma Limited Partnership.

/s/ Bennett S. LeBow

09/25/2009

** 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.

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