

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

<p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)</p>	<p>OMB Approval OMB Number - 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response - 0.5</p>
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}
 1. Name and Address of Reporting Person*

Icahn	Carl	C.	
(Last)	(First)	(Middle)	
c/o Icahn Associates Corp.			
767 Fifth Avenue, Suite 4700			
(Street)			
New York	New York		10153
(City)	(State)		

2. 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 23-25, 2002
 (Month/Date/Year)

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)

<input type="checkbox"/> Director	<input checked="" type="checkbox"/>	10% Owner
<input type="checkbox"/> Officer	<input type="checkbox"/>	Other (specify below)
(give title below)		

7. Individual or Joint/Group Filing (check applicable line)

<input type="checkbox"/>	Form filed by One Reporting Person
<input checked="" type="checkbox"/>	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)

9/23/02

3. Transaction Code (Instr. 8)

Code V
P

4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

Amount	(A) or (D)	Price
900	A	\$12.82

5. Amount of Securities Beneficially Owned at End of Transaction
(Instr. 3 and 4)

7,046,190

6. Ownership Form: Direct (D) or Indirect (I)
(Instr. 4)

I

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

See Explanation

Table I (B) - 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)

9/24/02

3. Transaction Code (Instr. 8)

Code V
P

4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

Amount	(A) or (D)	Price
51,200	A	\$12.83

5. Amount of Securities Beneficially Owned at End of Transaction
(Instr. 3 and 4)

7,097,390

6. Ownership Form: Direct (D) or Indirect (I)
(Instr. 4)

I

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

See Explanation

Table I (C) - 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)

9/25/02

3. Transaction Code (Instr. 8)

Code V
P

4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

Amount	(A) or (D)	Price
85,500	A	\$12.78

5. Amount of Securities Beneficially Owned at End of Transaction
(Instr. 3 and 4)

7,182,890

6. Ownership Form: Direct (D) or Indirect (I)
(Instr. 4)

I

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

See Explanation

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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)

6.25% Convertible Subordinated Notes due 2008 (the "Notes")

2. Conversion of Exercise Price of Derivative 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 Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

(A) (D)

6. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable	Expiration Date
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6/29/01

7/15/08

7. Title and Amount of Underlying Securities
(Instr. 3 and 4)
- | | |
|--------------------------------|----------------------------|
| Title | Amount or Number of Shares |
| Common Stock, \$0.10 par value | 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)
- I
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 7,182,890 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 7,182,890 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 25, 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 23-25, 2002)]

JOINT FILER INFORMATION

Name: High River Limited Partnership

Address: 100 South Bedford Road
Mt. Kisco, New York 10549

Designated Filer: Carl C. Icahn

Issuer: Vector Group, Ltd.

Statement for: September 23-25, 2002

Signature: Barberry Corp., as General Partner

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

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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 23-25, 2002
Signature: Barberry Corp.

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

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