

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
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).

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>1. Name and Address of Reporting Person*</b> <u>LORBER HOWARD M</u> (Last) (First) (Middle) C/O VECTOR GROUP LTD. 4400 BISCAYNE BLVD; 10TH FLOOR (Street) MIAMI FL 33137 (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>VECTOR GROUP LTD [ VGR ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/24/2024			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			<b>Rule 10b5-1(c) Transaction Indication</b> <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	02/24/2024		A		212,500	A	\$0.00 <sup>(1)</sup>	3,064,678	D	
Common Stock	02/24/2024		F		174,696	D	\$11.2025 <sup>(2)</sup>	2,889,982	D	
Common Stock								2,629,035	I	By: Lorber Alpha II Limited Partnership <sup>(3)</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					

**Explanation of Responses:**

- The Reporting Person received performance-based restricted stock grants of 250,000, 300,000 and 300,000 shares, respectively, on February 24, 2021, March 1, 2022 and February 15, 2023. Each performance-based restricted stock grant vested, or will vest, in four installments on February 24 of each of the four calendar years subsequent to the grant date, based upon the Issuer achieving certain performance targets and the Reporting Person being continuously employed by Vector Group Ltd. The amount reported represents the third vesting of the 2021 award (62,500 shares), the second vesting of the 2022 award (75,000 shares) and the first vesting of the 2023 award (75,000 shares).
- Represents withholdings of shares as payment of the reporting person's tax liabilities incident to the vesting of (a) the 212,500 shares of performance-based restricted stock referenced in footnote 1 and (b) 212,500 shares of restricted stock, which were awarded to reporting person on February 24, 2021 (62,500 shares), March 1, 2022 (75,000 shares) and February 15, 2023 (75,000 shares) and were previously reported at the time of the grant. The shares withheld were valued at \$11.2025 per share, which represented the average of the low (\$11.105) and high (\$11.30) stock prices of the Issuer's Common Stock on February 23, 2024, the last trading day before the date of vesting.
- Lorber Alpha II LLC, a Delaware limited liability company, is the general partner of Lorber Alpha II Limited Partnership, a Nevada limited partnership. The Reporting Person serves as the Managing Member of Lorber Alpha II LLC and has voting and dispositive power with respect to such shares.

**Remarks:**

Exhibit 24 - Power of Attorney (previously filed as Exhibit 24 to Form 4 dated November 12, 2014.)

/s/ J. Bryant Kirkland III,  
Attorney-In-Fact

02/26/2024

\*\* 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.