

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

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

Check this box if no longer  
 subject to Section 16. Form 4 or  
 Form 5 obligations may continue.  
 See Instruction 1(b)

OMB Approval  
 OMB Number - 3235-0287  
 Expires: December 31, 2001  
 Estimated average burden hours per response  
 - 0.5

1. Name and Address of Reporting Person\*

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

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 June, 2001  
 (Month/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 (give title below)	<input type="checkbox"/>	Other (specify below)

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

Form filed by One Reporting Person  
 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)  
  
6/22/01
  
- 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
200	A	\$28.15
  
- 5. Amount of Securities Beneficially Owned at End of Month  
(Instr. 3 and 4)  
  
4,380,478

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)  
6/29/01

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
750,000	A	\$29.70

5. Amount of Securities Beneficially Owned at End of Month  
(Instr. 3 and 4)  
4,380,478

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

I

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

See Explanation

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)

6.35% Convertible Subordinated Notes due 2008 (the "Notes")

2. Conversion of Exercise Price of Derivative Security - \$36,531

3. Transaction Date  
(Month/Day/Year) - 6/29/01

4. Transaction Code  
(Instr. 8)

Code V  
P

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

(A)	(D)
\$20,000,000 - principal	

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

Date Exercisable	Expiration Date
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	547,481

8. Price of Derivative Security  
(Instr. 5)

\$20,000,000

9. Number of Derivative Securities Beneficially Owned at End of Month  
(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:

Assuming future conversion of the Notes into 547,481 Shares, High River Limited Partnership (High River) directly beneficially owns 4,927,959 Shares. As a general partner of High River, Barberrry Corp. (Barberrry) may be deemed to own beneficially 4,927,959 Shares as to which High River possesses direct beneficial ownership. Mr. Icahn may, by virtue of his ownership of 100% interest in Barberrry, be deemed to beneficially own 4,927,959 Shares as to which High River possesses direct beneficial ownership. Each of Mr. Icahn and Barberrry disclaim beneficial ownership of such Shares for all other purposes. Ms. Gail Golden, the spouse of Mr. Icahn, directly beneficially owns 12,548 Shares. Mr. Icahn disclaims beneficial ownership of Shares directly beneficially owned by Ms. Golden.

\_\_\_\_\_  
\*\*Signature of Reporting Person  
Carl C. Icahn

July 5, 2001  
Date

\*\*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.

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: June, 2001  
Signature: Barberry Corp., as General Partner

By: \_\_\_\_\_  
Name: Robert J. Mitchell  
Title: Authorized Signatory

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 of: June, 2001  
Signature: Barberry Corp.

By: \_\_\_\_\_  
Name: Robert J. Mitchell  
Title: Authorized Signatory