

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>ICAHN CARL C ET AL</u> (Last) (First) (Middle) C/O ICAHN ASSOCIATES CORP 767 FIFTH AVE #4700 (Street) NEW YORK NY 10153 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2005	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

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 \$0.10 par value ("Shares")	12/14/2005		J		681,850	A	\$0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	9,523,192	I	PLEASE SEE FOOTNOTES ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾

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					
6.25% Convertible Subordinated Notes due 2008 ("Notes")	\$21.72	12/14/2005		J		0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾		06/29/2001	07/15/2008	Shares 920,810	\$20,000,000	20,000,000	I	PLEASE SEE FOOTNOTES ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾

1. Name and Address of Reporting Person*
ICAHN CARL C ET AL
 (Last) (First) (Middle)
 C/O ICAHN ASSOCIATES CORP
 767 FIFTH AVE #4700
 (Street)
 NEW YORK NY 10153
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ARNOS CORP
 (Last) (First) (Middle)
 C/O ACEP, LLC
 2000 LAS VEGAS BLVD. SOUTH
 (Street)
 LAS VEGAS NV 89104
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TORTOISE CORP
 (Last) (First) (Middle)
 100 SOUTH BEDFORD ROAD
 SUITE 210
 (Street)
 MT. KISCO NY 10549
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
LITTLE MEADOW CORP
 (Last) (First) (Middle)

100 SOUTH BEDFORD

(Street)

MT KISCO NY 10549

(City)

(State)

(Zip)

Explanation of Responses:

1. Please see Part I of Form 4 filing dated December 14, 2005, and filed simultaneously hereto.

2. The conversion price of the Notes held by Barberry Corp. ("Barberry") was adjusted to \$21.72 per Share due to an anti-dilution event resulting from an increase in the number of issued Shares. Barberry may be deemed to directly beneficially own 1,472,060 Shares. High River Limited Partnership ("High River") directly beneficially owns 8,027,592 Shares and Dixon Guarantor LLC ("Dixon") directly beneficially owns 262,500 Shares.

3. On December 14, 2005, pursuant to an Exchange Offer by the Issuer for New Valley Corporation common stock, Little Meadow Corp. ("Little Meadow") received 10,800 Shares and Tortoise Corp. ("Tortoise") received 671,050 Shares.

4. Barberry is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River, which is the sole member of Dixon. Buffalo Investors Corp. ("Buffalo") is 100 percent owned by Starfire Holding Corporation ("Starfire"). Highcrest Investors Corp. ("Highcrest") is approximately 99.34 percent owned by Buffalo. ACF Industries Holding Corp. ("ACF Holding") is 100 percent owned by Highcrest. Unicorn Associates Corporation ("Unicorn") is 100 percent owned by ACF Holding.

5. Amos Corp ("Amos") is 100 percent owned by Unicorn Associates Corporation ("Unicorn"). Tortoise Corp. ("Tortoise") is 100 percent owned by Amos. Each of Barberry, Starfire and Little Meadow Corp. ("Little Meadow") are 100 percent owned by Mr. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by all of the foregoing entities.

6. High River by virtue of its relationship to Dixon, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the 262,500 Shares which Dixon owns. High River disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein. Each of Barberry and Hopper by virtue of their relationship to High River and Dixon, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the 8,027,592 Shares which High River owns and the 262,500 Shares which Dixon owns. Each of Barberry and Hopper disclaim beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

7. Amos, Unicorn, ACF Holding, Highcrest, Buffalo and Starfire by virtue of their relationship to Tortoise, may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the 671,050 Shares which Tortoise owns. Each of Amos, Unicorn, ACF Holding, Highcrest, Buffalo and Starfire disclaim beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

8. Mr. Icahn by virtue of his relationship to Barberry, Hopper, High River, Dixon, Amos, Unicorn, ACF Holding, Highcrest, Buffalo, Starfire and Little Meadow may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the 1,472,060 Shares (assuming conversion of the Notes into 920,810 Shares) which Barberry owns, the 8,027,592 Shares which High River owns, the 262,500 Shares which Dixon owns, the 671,050 Shares which Tortoise owns and the 10,800 Shares which Little Meadow owns. Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein. Gail Golden, the spouse of Mr. Icahn, directly beneficially owns 15,952 Shares. Mr. Icahn disclaims beneficial ownership of such Shares for all purposes.

CARL C. ICAHN

03/06/2006

ARNOS CORP.

03/06/2006

TORTOISE CORP.

03/06/2006

LITTLE MEADOW CORP.

03/06/2006

** 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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