

VECTOR GROUP LTD  
Form 4  
June 16, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEBOW BENNETT S

(Last) (First) (Middle)

C/O VECTOR GROUP LTD., 100  
S.E. SECOND STREET

(Street)

MIAMI, FL 33131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VECTOR GROUP LTD [VGR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Exec. Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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  | (D)  | Price   |   |   |
| Common Stock                    | 06/12/2008                           |  | M                              |   | 2,908,738   | A  | \$ 6.29 7,441,050                                     | I | By LeBow Gamma Limited Partnership <sup>(1)</sup> |
| Common Stock                    | 06/12/2008                           |  | M                              |   | 969,579   | A  | \$ 6.29 969,579                                       | I | By LeBow Epsilon Investments Trust <sup>(2)</sup> |
| Common Stock                    | 06/12/2008                           |  | F <sup>(3)</sup>               |   | 1,375,895   | D  | \$ 17.73 6,065,156                                    | I | By LeBow Gamma Limited                            |

|              |            |                  |         |   |      |           |   |   |
|--------------|------------|------------------|---------|---|------|-----------|---|---|
| Common Stock | 06/16/2008 | J <sup>(4)</sup> | 343,974 | D | \$ 0 | 625,605   | I | Partnership<br><u>(1)</u><br>By LeBow<br>Epsilon<br>Investments<br>Trust <u>(2)</u> |
| Common Stock | 06/16/2008 | J <sup>(4)</sup> | 343,974 | A | \$ 0 | 6,409,129 | I | By LeBow<br>Gamma<br>Limited<br>Partnership<br><u>(1)</u>                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4) |           |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-----------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount    |
| Employee Stock Option (right to buy)       | \$ 6.29  | 06/12/2008                           |  | M                              | 2,908,738   | 07/20/2002   | 07/20/2008      | Common Stock  | 2,908,738 |
| Employee Stock Option (right to buy)       | \$ 6.29  | 06/12/2008                           |  | M                              | 969,579   | 07/20/2002   | 07/20/2008      | Common Stock  | 969,579   |

## Reporting Owners

| Reporting Owner Name / Address           | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| LEBOW BENNETT S<br>C/O VECTOR GROUP LTD. | X             | X         | Exec. Chairman of the Board |       |

100 S.E. SECOND STREET  
MIAMI, FL 33131

## Signatures

/s/ Bennett S.  
LeBow

06/16/2008

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).  
LeBow Gamma Limited Partnership is a Nevada limited partnership. LeBow Holdings, Inc., a Nevada corporation, is the sole stockholder
- (1) 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.
- (2) Mr. LeBow is the sole trustee of LeBow Epsilon Investments Trust.
- (3) Delivery of 1,375,895 shares in payment of the exercise price in connection with the exercise of 3,878,317 employee stock options on 6/12/08.
- (4) Represents a transfer from LeBow Epsilon Investments Trust to LeBow Gamma Limited Partnership.

Note: File three copies of this Form, one of which must be manually signed. If space 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.