VECTOR GROUP LTD

Form 4 May 12, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person LEBOW BENNETT S	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	VECTOR GROUP LTD [VGR]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	X DirectorX 10% Owner			
C/O VECTOR GROUP LTD., 100	05/12/2005	_X_ Officer (give title Other (specify below) Chairman of the Board and CEO			
S.E. SECOND STREET					
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
		X Form filed by One Reporting Person			
MIAMI EL 33131		Form filed by More than One Reporting			

Person

MIAMI, FL 33131

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ies Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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)
Common Stock	05/12/2005		<u>J(1)</u>	500,000	D	\$ 0 (1)	9,810,055	I	By LeBow Gamma Limited Partnership
Common Stock	05/12/2005		J <u>(1)</u>	500,000	A	\$ 0 (1)	867,033	I	By LeBow Alpha LLLP
Common Stock	05/12/2005		J(2)	500,000	D	\$ 0 (2)	367,033	I	By LeBow Alpha LLLP

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Title a	ınd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underlyi	ng	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	s	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									mount	
						Date	Expiration	or		
						Exercisable	ercisable Date	Title Number		
				Code V	$^{\prime}$ (A) (D)			St	nares	

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting owner runner runners	

Director 10% Owner Officer Other

LEBOW BENNETT S C/O VECTOR GROUP LTD. 100 S.E. SECOND STREET MIAMI, FL 33131

X

Chairman of the Board and CEO

Signatures

/s/ Bennett S. LeBow 05/12/2005

**Signature of Date
Reporting Person

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).
- (1) Represents a transfer by LeBow Gamma Limited Partnership to LeBow Alpha LLLP.
- Represents a transfer by LeBow Alpha LLLP to LeBow Family Irrevocable Trust, a trust whose beneficiaries are the children and (2) grandchildren of Mr. LeBow. Mr. LeBow does not possess beneficial ownership of the shares held by the trust for the purpose of Section 16 of the Securities Exchange Act of 1934.
- LeBow Gamma Limited Partnership is a Nevada limited partnership. LeBow Holdings, Inc., a Nevada corporation, is the sole stockholder (3) 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.

Reporting Owners 2

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(4) LeBow Alpha LLLP is a Delaware limited liability limited partnership. LeBow Holdings, Inc. is the general partner of LeBow Alpha

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.