

VECTOR GROUP LTD
Form 424B3
September 14, 2005

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Registration No. 333-125077**

PROSPECTUS SUPPLEMENT NO. 5 DATED SEPTEMBER 14, 2005

(to prospectus dated June 3, 2005)

VECTOR GROUP LTD.

**5% Variable Interest Senior Convertible Notes due November 15, 2011
and**

Common Stock Issuable upon Conversion of the Notes

This prospectus supplement supplements the prospectus dated June 3, 2005 of Vector Group Ltd. relating to the sale by certain of our securityholders (and their transferees, pledgees, donees and successors) of our 5% Variable Interest Senior Convertible Notes due November 15, 2011 and the common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus.

The table of selling securityholders contained on pages 53 to 55 of the prospectus is hereby amended to add the following additional selling securityholders.

Name	Principal Amount of Notes Beneficially Owned that May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock Beneficially Owned Before This Offering	Number of Shares of Common Stock that May Be Sold Pursuant To This Prospectus (1)	Number of Shares of Common Stock Beneficially Owned After this Offering	Percentage of Common Stock Outstanding (2)
HFR RVA Combined Master Trust (3)	\$ 43,000	*	0	2,216	0	*

* Less than 1%.

(1) Assumes conversion of all of the securityholders notes at a conversion price of \$19.40 per share of common stock. The conversion price is

subject to adjustment as described under Description of Notes-Conversion Rights and, as a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.

- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using shares of common stock outstanding as of September 13, 2005. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular securityholder's notes. We did not assume, however, the conversion of any other securityholder's notes.
- (3) The notes shown in this prospectus supplement as owned by the selling securityholder are in addition to the \$125,000 principal amount of notes previously reported in this

prospectus as
owned by such
holder.

Investing in the notes and our common stock involves risks, which are described under "Risk Factors" beginning on page 12 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is September 14, 2005.