

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>BERNSTEIN RONALD J</u>  (Last) (First) (Middle) <u>C/O LIGGETT VECTOR BRANDS LLC</u> <u>3800 PARAMOUNT PARKWAY</u>  (Street) <u>MORRISVILLE NC 27560</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President Subsidiary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/02/2014		M		50,000	A	\$12.01	123,869	D	
Common Stock	06/02/2014		S		50,000	D	\$20.4875 <sup>(1)</sup>	73,869	D	
Common Stock	06/03/2014		M		25,000	A	\$12.01	98,869	D	
Common Stock	06/03/2014		S		25,000	D	\$20.1067 <sup>(2)</sup>	73,869	D	

**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						Title
Employee stock option (right to buy)	\$12.01	06/02/2014		M			15,646	12/31/2007	08/16/2016	Common stock	15,646	\$12.01	184,682	D	
Employee stock option (right to buy)	\$12.01	06/02/2014		M			34,354	12/31/2008	08/16/2016	Common stock	34,354	\$12.01	150,328	D	
Employee stock option (right to buy)	\$12.01	06/03/2014		M			25,000	12/31/2008	08/16/2016	Common stock	25,000	\$12.01	125,328	D	

**Explanation of Responses:**

- Represents the weighted average sales price for price increments ranging from \$20.275 to \$20.95. The Reporting Person undertakes to provide, upon request for the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of nonderivative securities sold at each separate price for all transactions reported on this Form 4.
- Represents the weighted average sales price for price increments ranging from \$20.02 to \$20.27. The Reporting Person undertakes to provide, upon request for the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of nonderivative securities sold at each separate price for all transactions reported on this Form 4.

**Remarks:**

/s/ Ronald J. Bernstein                      06/03/2014  
 \*\* 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.

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 Number.