

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK 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, Section 17(a) of the  
Public Utility Holding Company Act of 1935  
or Section 30(f) of the Investment Company  
Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
LeBow	Bennett	S.	Brooke Group Ltd. (BGL)		<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		4. Statement for Month/Year	
100 S.E. 2nd Street	32nd Floor				November 98	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Miami	FL	33131			Chairman of the Board, President & Chief Executive Officer	
(City)	(State)	(Zip)			7. Individual or Joint/Group Filing (Check applicable line)	
					<input type="checkbox"/> Form filed by one Reporting Person	
					<input type="checkbox"/> Form filed by more than one Reporting Person	

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (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 Price (D)			
Common Stock	11/25/98	G V	100,000 D	8,373,008	I	(1)

\*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Over)

(Print or Type Response)

FORM 4 (CONTINUED)

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)	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code	V		(A)	(D)		

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

(1) These shares are held indirectly by Bennett S. LeBow through LeBow Limited Partnership, a Delaware limited partnership ("LLP"). LeBow Holdings, Inc., a Nevada corporation ("LHI"), is a general partner of LLP. LeBow is a director, officer and sole shareholder of LHI.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Bennett S. LeBow 12/10/98  
\*\*Signature of Reporting Person Date  
Bennett S. LeBow

Note. File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.