

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>ICAHN CARL C ET AL</u>  (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES CORP</u> <u>767 FIFTH AVE #4700</u>  (Street) <u>NEW YORK NY 10153</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2006</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			

**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	Amount or Number of Shares				
6.25% Convertible Subordinated Notes due 2008 ("Notes")	\$21.32	03/21/2006		J		0 <sup>(1)(2)(3)</sup>		06/29/2001	07/15/2008	Shares	938,086 <sup>(1)(2)(3)</sup>	\$20,000,000	20,000,000	I	PLEASE SEE FOOTNOTES <sup>(1)(2)(3)</sup>

1. Name and Address of Reporting Person\*  
ICAHN CARL C ET AL  
 (Last) (First) (Middle)  
C/O ICAHN ASSOCIATES CORP  
767 FIFTH AVE #4700  
 (Street)  
NEW YORK NY 10153  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BARBERRY CORP.  
 (Last) (First) (Middle)  
100 SOUTH BEDFORD RD  
 (Street)  
MT KISCO NY 10549  
 (City) (State) (Zip)

**Explanation of Responses:**

- The conversion price of the Notes held by Barberrry Corp. ("Barberrry") was adjusted to \$21.32 per Share due to an an adjustment of the conversion price of the Notes resulting from a cash dividend payable on March 29, 2006. Assuming conversion of the Notes, Barberrry may be deemed to directly beneficially own the underlying 938,086 Shares.
- Barberrry is 100 percent owned by Mr. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by all of the foregoing entities.
- Mr. Icahn by virtue of his relationship to Barberrry may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the underlying 938,086 Shares (assuming conversion of the Notes) which Barberrry owns. Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

CARL C. ICAHN 04/19/2006  
BARBERRY CORP. 03/29/2006

\*\* 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.