

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

<b>1. Name and Address of Reporting Person*</b> <u>WATKINS BARRY</u>  (Last) (First) (Middle) <u>C/O VECTOR GROUP LTD.</u> <u>4400 BISCAYNE BLVD; 10TH FLOOR</u>  (Street) <u>MIAMI FL 33137</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>VECTOR GROUP LTD [ VGR ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>10/05/2024</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	10/05/2024		U <sup>(1)</sup>		21,673	D	\$15	15,000	D	
Common Stock	10/07/2024		D <sup>(2)(3)</sup>		15,000 <sup>(2)(3)</sup>	D	\$15 <sup>(2)(3)</sup>	0	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					

**Explanation of Responses:**

- The reported securities were disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of August 21, 2024 (the "Merger Agreement"), by and among the Issuer, JTI (US) Holding Inc. ("Parent") and Vapor Merger Sub Inc. ("Merger Sub"), pursuant to which Merger Sub completed a cash tender offer (the "Offer") for all outstanding shares of the common stock, par value \$0.10 per share, of the Issuer (each, an "Issuer Share"), at a purchase price of \$15.00 per share, which Offer expired at one minute after 11:59 p.m., Eastern Time on October 4, 2024. These Issuer Shares were tendered for purchase pursuant to the Offer.
- Disposed in connection with the transactions contemplated by the Merger Agreement, pursuant to which, on October 7, 2024, Merger Sub was merged with and into the Issuer (the "Merger") with the Issuer surviving the Merger as a wholly owned subsidiary of Parent. As a result of the Merger, each Issuer Share was canceled and extinguished and automatically converted into the right to receive an amount in cash equal to \$15.00 (the "Merger Consideration").
- Pursuant to the Merger Agreement, each award of restricted stock of the Issuer, excluding any awards of restricted stock with vesting subject to performance-based conditions (each, a "Company Time-Based RSA") that was outstanding as of immediately prior to the Effective Time (as defined in the Merger Agreement), was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of Issuer Shares subject to such Company Time-Based RSA and (ii) the Merger Consideration (together with any accrued and unpaid dividends corresponding to the Issuer Shares subject to such Company Time-Based RSA immediately prior to the Effective Time, to the extent provided for under the applicable award agreement).

**Remarks:**

Exhibit 24 - Limited Power of Attorney (previously filed as Exhibit 24 to Form 3 dated March 14, 2018.)

/s/ J Bryant Kirkland III,  
Attorney in Fact for Barry      10/07/2024  
Watkins

\*\* 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.