

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**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

1. Name and Address of Reporting Person * <b>LEBOW BENNETT S</b>  (Last) (First) (Middle) <b>667 MADISON AVENUE</b> <b>14TH FLOOR</b>  (Street) <b>NEW YORK NY 10065</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>VECTOR GROUP LTD [ VGR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/11/2019</b>	
	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	12/11/2019		S		250,000 <sup>(1)</sup>	D	\$13.11 <sup>(1)</sup>	4,532,398 <sup>(4)</sup>	I	By LeBow Gamma Limited Partnership <sup>(5)</sup>
Common Stock	12/12/2019		S		296,728 <sup>(2)</sup>	D	\$12.71 <sup>(2)</sup>	4,235,670 <sup>(4)</sup>	I	By LeBow Gamma Limited Partnership <sup>(5)</sup>
Common Stock	12/13/2019		S		453,272 <sup>(3)</sup>	D	\$12.81 <sup>(3)</sup>	2,253,690 <sup>(4)</sup>	I	By LeBow Gamma Limited Partnership <sup>(5)</sup>
Common Stock								2,174,455 <sup>(4)</sup>	D	
Common Stock								2,017,372 <sup>(4)</sup>	I	By LeBow Alpha LLLP <sup>(6)</sup>
Common Stock								203,274 <sup>(4)</sup>	I	By LeBow Epsilon 2001 Limited Partnership <sup>(7)</sup>

**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:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.84 to \$13.21, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. Of this amount, 150,000 shares were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2019.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.57 to \$13.09, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. Of this amount, 150,000 shares were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2019.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.62 to \$12.93, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. Of this amount, 150,000 shares were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2019.
4. All shares have been adjusted to reflect the 5% stock dividend, which was paid by the Issuer on September 27, 2019.
5. LeBow Gamma Limited Partnership is a Delaware limited partnership. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC, a Delaware limited liability company, which is the sole stockholder of LeBow Gamma, Inc., a Nevada corporation, which is the general partner of LeBow Gamma Limited Partnership. Mr. LeBow is trustee of LeBow 2011 Management Trust and a director and officer of LeBow Gamma, Inc. Mr. LeBow disclaims beneficial ownership for purposes of Section 16 of the Act of the Issuer's common stock held by LeBow Gamma Limited Partnership except to the extent of his pecuniary interest therein. On December 13, 2019, LeBow Gamma Limited Partnership distributed 1,528,708 shares of the Issuer's common stock to LeBow Alpha LLLP, and those shares are now reported herein as owned by LeBow Alpha LLLP.
6. LeBow Alpha LLLP is a Delaware limited liability limited partnership. LeBow Holdings LLC, a Delaware limited liability company, is the general partner of LeBow Alpha LLLP. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC. Mr. LeBow is trustee of LeBow 2011 Management Trust. Mr. LeBow disclaims beneficial ownership for purposes of Section 16 of the Act of the Issuer's common stock held by LeBow Alpha LLLP except to the extent of his pecuniary interest therein. On December 13, 2019, LeBow Gamma Limited Partnership distributed 1,528,708 shares of the Issuer's common stock to LeBow Alpha LLLP, and those shares are now reported herein as owned by LeBow Alpha LLLP.
7. LeBow Epsilon 2001 Limited Partnership is a Delaware limited partnership. LeBow Epsilon 2001 LLC, a Delaware limited liability company, is the general partner of LeBow Epsilon 2001 Limited Partnership. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC, a Delaware limited liability company, which is the general partner of LeBow Alpha LLLP, a Delaware limited liability limited partnership, which is the controlling member of LeBow Epsilon 2001 LLC. Mr. LeBow is trustee of LeBow 2011 Management Trust and a manager of LeBow Epsilon 2001 LLC. Mr. LeBow disclaims beneficial ownership for purposes of Section 16 of the Act of the Issuer's common stock held by LeBow Epsilon 2001 Limited Partnership except to the extent of his pecuniary interest therein

**Remarks:**

Exhibit 24 - Power of Attorney (previously filed as Exhibit 24 to Form 4 dated September 16, 2014, which is dated September 17, 2014.)

<u>/s/ J. Bryant Kirkland III,</u> <u>Attorney-in-fact</u>	<u>12/13/2019</u>
** 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.

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