

**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
Estimated average burden hours per response:	0.5

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>09/29/2004</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, \$0.10 par value ("Shares")	09/29/2004		J		401,689	A	(1)(2)	8,420,327	I	See note <sup>(1)(2)</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)		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 (the "Notes")	\$25.06	09/29/2004		J		0 <sup>(1)(2)(1)(2)</sup>		06/29/2001	07/15/2008	Shares	798,085	\$20,000,000	\$20,000,000	I	See Note <sup>(1)(2)</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 /NY/  
 (Last) (First) (Middle)  
100 SOUTH BEDFORD RD  
 (Street)  
MT KISKO NY 10549  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HIGH RIVER LIMITED PARTNERSHIP /NY/  
 (Last) (First) (Middle)  
100 SOUTH BEDFORD RD  
 (Street)  
 (City) (State) (Zip)

(Street)  
MT KISCO NY 10549

(City) (State) (Zip)

**Explanation of Responses:**

1. Explanation of Responses: The conversion price of the Notes held by Barberry Corp. ("Barberry") was adjusted to \$25.06 per Share due to a stock dividend payable on September 29, 2004 (the "Dividend"). Assuming future conversion of the Notes, Barberry may be deemed to directly beneficially own 798,085 Shares. Following the Dividend, High River Limited Partnership ("High River") directly beneficially owns 7,895,327 Shares and Hopper Investments, LLC ("Hopper") directly beneficially owns 525,000 Shares. As general partner of High River, Hopper may be deemed to indirectly beneficially own 7,895,327 Shares as to which High River possesses direct beneficial ownership. As the managing member of Hopper, Barberry may be deemed to indirectly beneficially own 7,895,327 Shares as to which High River possesses direct beneficial ownership and 525,000 Shares as to which Hopper possesses direct beneficial ownership.

2. By virtue of his 100% ownership interest in Barberry, Mr. Icahn may be deemed to indirectly beneficially own 7,895,327 Shares as to which High River possesses direct beneficial ownership, 525,000 Shares as to which Hopper possesses direct beneficial ownership and 798,085 Shares as to which Barberry possesses direct beneficial ownership. Each of Mr. Icahn, Barberry and Hopper disclaim beneficial ownership of the Shares that High River directly beneficially owns for all other purposes. Each of Mr. Icahn and Barberry disclaim beneficial ownership of the Shares that Hopper directly beneficially owns for all other purposes. Mr. Icahn disclaims beneficial ownership of the Shares that Barberry directly beneficially owns. Ms. Gail Golden, the spouse of Mr. Icahn, directly beneficially owns 15,193 Shares. Mr. Icahn disclaims beneficial ownership of Shares directly beneficially owned by Ms. Golden.

Carl C. Icahn 11/22/2004

Barberry Corp. 11/22/2004

High River Limited Partnership 11/22/2004

Hopper Investments LLC 11/22/2004

\*\* 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.**