

# VECTOR GROUP LTD

Reported by  
**LEBOW BENNETT S**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/13/19 for the Period Ending 12/11/19

Address	4400 BISCAYNE BOULEVARD 10TH FLOOR MIAMI, FL, 33137
Telephone	3055798000
CIK	0000059440
Symbol	VGR
SIC Code	2111 - Cigarettes
Industry	Tobacco
Sector	Consumer Non-Cyclicals
Fiscal Year	12/31

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Form 5 obligations may  
continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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, 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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/11/2019</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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		250000 (1)	D	\$13.11 (1)	4532398 (4)	I	By LeBow Gamma Limited Partnership (5)
Common Stock	12/12/2019		S		296728 (2)	D	\$12.71 (2)	4235670 (4)	I	By LeBow Gamma Limited Partnership (5)
Common Stock	12/13/2019		S		453272 (3)	D	\$12.81 (3)	2253690 (4)	I	By LeBow Gamma Limited Partnership (5)
Common Stock								2174455 (4)	D	
Common Stock								2017372 (4)	I	By LeBow Alpha LLLP (6)
Common Stock								203274 (4)	I	By LeBow Epsilon 2001 Limited Partnership (7)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### 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.)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBOW BENNETT S 667 MADISON AVENUE 14TH FLOOR NEW YORK, NY 10065	X			

**Signatures**

/s/ J. Bryant Kirkland III, Attorney-in-fact

12/13/2019

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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