

VECTOR GROUP LTD
Form 4
December 22, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FROST PHILLIP MD ET AL

2. Issuer Name and Ticker or Trading Symbol
VECTOR GROUP LTD [VGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4400 BISCAYNE
BOULEVARD, SUITE 1500

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2009

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

MIAMI, FL 33137

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/30/2009 | | X | 1,050 (1) A \$ 16.67 (1) | 4,956,679 | I | By Frost Gamma Investments Trust (2) |
| Common Stock | 10/01/2009 | | X | 1,050 (1) A \$ 16.67 (1) | 4,957,729 | I | By Frost Gamma Investments Trust (2) |
| Common Stock | 12/18/2009 | | P | 505 A \$ 13.6825 | 4,958,234 | I | By Frost Gamma Investments Trust (2) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|-----------|---|---|
| Common Stock | 12/18/2009 | P | 2,200 | A | \$ 13.69 | 4,960,434 | I | By Frost Gamma Investments Trust ⁽²⁾ |
| Common Stock | 12/18/2009 | P | 600 | A | \$ 13.7408 | 4,961,034 | I | By Frost Gamma Investments Trust ⁽²⁾ |
| Common Stock | 12/18/2009 | P | 3,800 | A | \$ 13.75 | 4,964,834 | I | By Frost Gamma Investments Trust ⁽²⁾ |
| Common Stock | 12/18/2009 | P | 2,895 | A | \$ 13.76 | 4,967,729 | I | By Frost Gamma Investments Trust ⁽²⁾ |
| Common Stock | | | | | | 10,500 | I | By Patricia Frost ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Put option (obligation to buy) | \$ <u>16.67</u> ⁽¹⁾ | 09/30/2009 | | X | 10 | 03/06/2009 | 01/16/2010 | Common Stock | 1,050 ⁽¹⁾ |
| Put option | \$ 16.67 | 10/01/2009 | | X | 10 | 03/06/2009 | 01/16/2010 | Common | 1,050 |

