

VECTOR GROUP LTD

Form 4

May 16, 2005

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

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERNSTEIN RONALD J

(Last) (First) (Middle)

**C/O LIGGETT VECTOR BRANDS
INC., ONE PARK DRIVE**

(Street)

**RESEARCH TRIANGLE
PARK, NC 27709**

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

President Subsidiary

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

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	05/12/2005		M		50,000	A \$ 11.16	50,000	D	
Common Stock	05/12/2005		S		8,100	D \$ 16.25	41,900	D	
Common Stock	05/12/2005		S		6,200	D \$ 16.26	35,700	D	
Common Stock	05/12/2005		S		2,700	D \$ 16.27	33,000	D	
Common Stock	05/12/2005		S		400	D \$ 16.28	32,600	D	

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Common Stock	05/12/2005	S	900	D	\$ 16.29	31,700	D
Common Stock	05/12/2005	S	8,900	D	\$ 16.3	22,800	D
Common Stock	05/12/2005	S	1,200	D	\$ 16.31	21,600	D
Common Stock	05/12/2005	S	5,200	D	\$ 16.32	16,400	D
Common Stock	05/12/2005	S	1,200	D	\$ 16.33	15,200	D
Common Stock	05/12/2005	S	200	D	\$ 16.34	15,000	D
Common Stock	05/12/2005	S	11,000	D	\$ 16.35	4,000	D
Common Stock	05/12/2005	S	2,900	D	\$ 16.36	1,100	D
Common Stock	05/12/2005	S	100	D	\$ 16.37	1,000	D
Common Stock	05/12/2005	S	200	D	\$ 16.39	800	D
Common Stock	05/12/2005	S	800	D	\$ 16.4	0	D

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock	\$ 11.16	05/12/2005		M		\$ 11.16		10/26/2002	10/26/2010 ⁽¹⁾	Common Stock	50,000

option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNSTEIN RONALD J C/O LIGGETT VECTOR BRANDS INC. ONE PARK DRIVE RESEARCH TRIANGLE PARK, NC 27709			President Subsidiary	

Signatures

/s/ Ronald J. Bernstein 05/13/2005

Signature of Reporting Person Date

Explanation of Responses:

- * 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).

(1) The options vested as to 79,768 shares on 10/26/02, as to 119,650 shares on 10/26/03 and as to 119,651 shares on 10/26/04.

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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