

VECTOR GROUP LTD
Form 4
May 16, 2005

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 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 *
BERNSTEIN RONALD J

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

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President Subsidiary

(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
 Form filed by More than One Reporting Person

RESEARCH TRIANGLE PARK, NC 27709

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/13/2005		M		25,000	A	\$ 11.16
Common Stock	05/13/2005		S		4,000	D	\$ 16.25
Common Stock	05/13/2005		S		300	D	\$ 16.26
Common Stock	05/13/2005		S		200	D	\$ 16.27
Common Stock	05/13/2005		S		1,300	D	\$ 16.28

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Common Stock	05/13/2005	S	900	D	\$ 16.29	18,300	D
Common Stock	05/13/2005	S	1,500	D	\$ 16.3	16,800	D
Common Stock	05/13/2005	S	600	D	\$ 16.31	16,200	D
Common Stock	05/13/2005	S	600	D	\$ 16.32	15,600	D
Common Stock	05/13/2005	S	700	D	\$ 16.33	14,900	D
Common Stock	05/13/2005	S	100	D	\$ 16.34	14,800	D
Common Stock	05/13/2005	S	2,700	D	\$ 16.35	12,100	D
Common Stock	05/13/2005	S	2,700	D	\$ 16.36	9,400	D
Common Stock	05/13/2005	S	200	D	\$ 16.37	9,200	D
Common Stock	05/13/2005	S	2,500	D	\$ 16.39	6,700	D
Common Stock	05/13/2005	S	2,000	D	\$ 16.4	4,700	D
Common Stock	05/13/2005	S	700	D	\$ 16.43	4,000	D
Common Stock	05/13/2005	S	200	D	\$ 16.44	3,800	D
Common Stock	05/13/2005	S	1,600	D	\$ 16.45	2,200	D
Common Stock	05/13/2005	S	900	D	\$ 16.46	1,300	D
Common Stock	05/13/2005	S	800	D	\$ 16.47	500	D
Common Stock	05/13/2005	S	500	D	\$ 16.48	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)**

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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	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)	Amount or Number of Shares
Employee stock option (right to buy)	\$ 11.16	05/13/2005		M	\$ 11.16	10/26/2002 10/26/2010 ⁽¹⁾	Common Stock	25,000

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
Date: 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.

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