VECTOR GROUP LTD

Form 4

January 10, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * LEBOW BENNETT S			2. Issuer Name and Ticker or Trading Symbol VECTOR GROUP LTD [VGR]				·5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last) 667 MADI FLOOR	(First) ISON AVENUE,	(Middle)		of Earliest 7 Day/Year) 2017	Γransaction			_X_ Director Officer (give below)	10	0% Owner ther (specify
	NEW YOF	(Street)			nendment, E	Oate Original ar)			6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	One Reporting	Person
	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ally Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securitie oner Disposed (Instr. 3, 4)	d of (È))	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)
	Common Stock	01/10/2017			S	100,000	D	\$ 22.47 (1)	6,397,753	I	By LeBow Gamma Limited Partnership
	Common Stock								1,719,102	D	
	Common Stock								422,128	I	By LeBow Alpha LLLP (3)
	~								4===00	_	

By LeBow

Stock

Epsilon 2001 Limited Partnership

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.

SEC 1474 (9-02)

> Deriv Secu

> > Bene Own Follo Repo Trans (Instr

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)	4. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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 01/10/2017

**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)

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.31 to \$22.59, 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. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 8, 2016.

- 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 Securities Exchange Act of 1934 of the Issuer's common stock held by LeBow Gamma Limited Partnership except to the extent of his pecuniary interest therein.
 - 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.
- (3) LeBow is trustee of LeBow 2011 Management Trust. Mr. LeBow disclaims beneficial ownership for purposes of Section 16 of the Securities Exchange Act of 1934 of the Issuer's common stock held by LeBow Alpha LLLP except to the extent of his pecuniary interest therein.
 - 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
- (4) 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 Securities Exchange Act of 1934 of the Issuer's common stock held by LeBow Epsilon 2001 Limited Partnership except to the extent of his pecuniary interest therein.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on Dec

Exhibit 24 - Power of Attorney (previously filed as Exhibit 24 to Form 4 dated September 16, 2014, which is dated September Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.