

VECTOR GROUP LTD

Form 424B3

March 01, 2007

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Registration No. 333-137093

**PROSPECTUS SUPPLEMENT NO. 4 DATED MARCH 1, 2007**  
(to prospectus dated December 22, 2006)

**VECTOR GROUP LTD.**  
**3 7/8% Variable Interest Senior Convertible Debentures due June 15, 2026**  
**and**  
**Common Stock Issuable upon Conversion of the Debentures**

This prospectus supplement supplements the prospectus dated December 22, 2006 of Vector Group Ltd. relating to the sale by certain of our securityholders (and their transferees, pledgees, donees and successors) of our 3 7/8% Variable Interest Senior Convertible Debentures due June 15, 2026 and the common stock issuable upon conversion of the debentures. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus.

The table of selling securityholders contained on pages 65 to 70 of the prospectus is hereby amended to add the following additional selling securityholders.

| <b>Name</b>                       | <b>Principal Amount<br/>of Debentures<br/>Beneficially Owned<br/>that May Be Sold</b> | <b>Percentage<br/>of<br/>Debentures<br/>Outstanding</b> | <b>Number of<br/>Shares of<br/>Common<br/>Stock<br/>Beneficially<br/>Owned<br/>Before<br/>This<br/>Offering</b> | <b>Number of<br/>Shares<br/>of Common<br/>Stock<br/>that May Be<br/>Sold<br/>Pursuant To<br/>This<br/>Prospectus<br/>(1)</b> | <b>Number of<br/>Shares of<br/>Common<br/>Stock<br/>Beneficially<br/>Owned<br/>After this<br/>Offering</b> | <b>Percentage<br/>of<br/>Common<br/>Stock<br/>Outstanding<br/>(2)</b> |
|-----------------------------------|---|---|---|--|--|---|
| Tribecca<br>Convertible LP<br>(3) | \$4,000,000   | 3.6%  | 0   | 195,313  | 0  | *   |

\* Less than 1%.

(1) Assumes conversion of all of the securityholders debentures at a conversion price of \$20.48 per share of common stock. The conversion price is subject to adjustment as described under Description of

Debentures-Conversion Rights and, as a result, the amount of common stock issuable upon conversion of the debentures may increase or decrease in the future.

- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using shares of common stock outstanding as of February 28, 2007. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular securityholder's debentures. We did not assume, however, the conversion of any other securityholder's debentures.
- (3) Jeffrey Chmielewski exercises voting and dispositive power over these securities. The selling securityholder has informed us that (i) it is an affiliate of a registered broker-dealer, (ii) it purchased the securities in the ordinary course of business, and (iii) at the time of purchase, the selling securityholder had no agreements or understandings, directly or indirectly, with any person to distribute the securities. These securities were previously registered under this prospectus as

owned by Tribeca  
Global Convertible  
Investments Ltd. This  
prospectus supplement  
is being filed to reflect  
the change in name of  
the selling  
securityholder.

Investing in the debentures and our common stock involves risks, which are described under Risk Factors beginning on page 13 of the prospectus.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is March 1, 2007.