

VECTOR GROUP LTD  
Form 4  
December 13, 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 \*  
LORBER HOWARD M

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 VECTOR GROUP LTD., 100  
S.E. SECOND STREET, 32ND  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/09/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and COO

(Street)  
MIAMI, FL 33131

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

**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 Ownership (Instr. 4) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |                  |
| Common Stock                    | 12/09/2005                           |  | P                              |   | 420,448   | A  | Ⓛ 1,108,297                                | D                |
| Common Stock                    | 12/09/2005                           |  | P                              |   | 64,800  | A  | Ⓛ 64,800                                   | I <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |  | 1,317,872                                  | I <sup>(2)</sup> |

By Lorber Alpha II Limited Partnership  
By Lorber Epsilon 1999 Limited Partnership

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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 Option (right to buy)       | \$ 10.51   | 12/13/2005                           |  | A <sup>(3)</sup>               | 35,279  | 07/01/2002   | 07/01/2006  | Common Stock | 35,279                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| LORBER HOWARD M<br>C/O VECTOR GROUP LTD.<br>100 S.E. SECOND STREET, 32ND FLOOR<br>MIAMI, FL 33131 | X             |           | President and COO |       |

## Signatures

/s/ Howard M. Lorber  
12/13/2005

\*\*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).
- On December 9, 2005, in connection with the exchange offer by Vector Group Ltd. (the "Company") for New Valley Corporation
- (1) common shares, Mr. Lorber and Lorber Alpha II Limited Partnership received shares of the Company's common stock in exchange for New Valley common shares tendered.
  - (2) Lorber Epsilon 1999 LLC, a Delaware limited liability company, is the general partner of Lorber Epsilon 1999 Limited Partnership. Lorber Alpha II Limited Partnership, a Nevada limited partnership, is the sole member of, and the reporting person is the manager of,

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Lorber Epsilon 1999 LLC. Lorber Alpha II, Inc., a Nevada corporation, is the general partner of Lorber Alpha II Limited Partnership, a Nevada limited partnership. The reporting person is a director, officer and controlling stockholder of Lorber Alpha II, Inc.

- In connection with the merger of New Valley Corporation with a subsidiary of the Company on December 13, 2005, Mr. Lorber's
- (3) employee stock options to purchase 65,333 New Valley common shares were converted, in accordance with the terms of such options, into options to purchase 35,279 shares of the Company's common stock at \$10.51 per share.

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.