

BEINSTEIN HENRY C
Form 4
December 13, 2005

FORM 4

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

OMB APPROVAL

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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 *
BEINSTEIN HENRY C

(Last) (First) (Middle)

GAGNON SECURITIES LLC, 1370 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/09/2005 | | P | 6,209 A 17,234 | | D | |

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

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SEC 1474 (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 (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) | \$ 8.68 | 12/13/2005 | | A ⁽²⁾ | | 5,400 | | 01/19/2001 | 12/13/2007 | Common Stock | 5,400 |
| Employee Stock Option (right to buy) | \$ 6.61 | 12/13/2005 | | A ⁽²⁾ | | 2,700 | | 06/04/2002 | 12/13/2007 | Common Stock | 2,700 |
| Employee Stock Option (right to buy) | \$ 7.69 | 12/13/2005 | | A ⁽²⁾ | | 2,700 | | 10/24/2003 | 12/13/2007 | Common Stock | 2,700 |
| Employee Stock Option (right to buy) | \$ 7.43 | 12/13/2005 | | A ⁽²⁾ | | 2,700 | | 06/02/2004 | 12/13/2007 | Common Stock | 2,700 |
| Employee Stock Option (right to buy) | \$ 7.65 | 12/13/2005 | | A ⁽²⁾ | | 2,700 | | 05/24/2005 | 12/13/2007 | Common Stock | 2,700 |
| Employee Stock Option (right to buy) | \$ 11.96 | 12/13/2005 | | A ⁽²⁾ | | 2,700 | | 12/13/2005 | 12/13/2007 | Common Stock | 2,700 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BEINSTEIN HENRY C
GAGNON SECURITIES LLC
1370 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

X

Signatures

/s/ Henry C.

Beinstein

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).
- (1) On December 9, 2005, in connection with the exchange offer by Vector Group Ltd. (the "Company") for New Valley Corporation common shares, Mr. Beinstein received shares of the Company's common stock in exchange for New Valley common shares tendered.
In connection with the merger of New Valley Corporation with a subsidiary of the Company on December 13, 2005, Mr. Beinstein's
- (2) options to purchase New Valley common shares under the New Valley Corporation Non-Employee Directors Stock Option Program were converted, in accordance with the terms of such options, into options to purchase the Company's common stock.

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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