

VECTOR GROUP LTD
Form 4
November 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

C/O VECTOR GROUP LTD., 4400 BISCAYNE BLVD; 10TH FLOOR

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2016

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)
President and CEO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 11/15/2016 | | A | V | 180,000 | A | \$ 0 ⁽¹⁾ 916,665 ⁽²⁾ D |
| Common Stock | 11/15/2016 | | F ⁽³⁾ | | 100,016 | D | \$ 20.84 ⁽⁴⁾ 816,649 ⁽²⁾ D |
| Common Stock | 11/15/2016 | | J | | 79,984 ⁽⁵⁾ | D | \$ 0 736,665 ⁽²⁾ D |
| Common Stock | 11/15/2016 | | J | | 79,984 ⁽⁵⁾ | A | \$ 0 226,834 ⁽²⁾ I |

By: Lorber Gamma Limited Partnership

| | | |
|-----------------|----------------------------|------------------------------------------------------------------------------|
| Common Stock | 2,583,153 ⁽²⁾ I | <u>(6)</u> By: Lorber Alpha II Limited Partnership <u>(7)</u> |
|-----------------|----------------------------|------------------------------------------------------------------------------|

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)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|

| 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 |
| LORBER HOWARD M C/O VECTOR GROUP LTD. 4400 BISCAYNE BLVD; 10TH FLOOR MIAMI, FL 33137 | X | | President and CEO | |

Signatures

| | |
|-------------------------------------------------|------------|
| /s/ J. Bryant Kirkland III, Attorney-In-Fact | 11/15/2016 |
| **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 Reporting Person received a restricted stock grant on November 10, 2015. The grant vests equally in seven equal installments on November 15, 2016, July 1, 2017, July 1, 2018, July 1, 2019, July 1, 2020, July 1, 2021 and July 1, 2022 based upon the Issuer achieving certain performance targets and the Reporting Person being continuously employed by Vector Group Ltd. This amount represents the second vesting.

(2) All shares have been adjusted to reflect 5% stock dividend, which was paid by the Issuer on September 29, 2016.

(3) Represents a transfer of shares from the Reporting Person to the Issuer as payment of the Reporting Person's tax liability incident to the vesting of shares of restricted stock, which were awarded on November 10, 2015, and vested on November 15, 2016.

(4) Represents the average of the high \$20.99 and low \$20.69 stock prices of the Issuer's Common Stock on date of vesting.

(5) Represents a transfer of shares from the Reporting Person to Lorber Gamma Limited Partnership.

(6) Lorber Gamma LLC, a Delaware limited liability company, is the general partner of Lorber Gamma Limited Partnership, a Nevada limited partnership. The reporting person serves as the Managing Member of the Lorber Gamma LLC and has voting and dispositive power with respect to such shares

(7) Lorber Alpha II LLC, a Delaware limited liability company, is the general partner of Lorber Alpha II Limited Partnership, a Nevada limited partnership. The reporting person serves as the Managing Member of the Lorber Alpha II LLC and has voting and dispositive power with respect to such shares.

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.