

LORBER HOWARD M
Form 4
July 02, 2018

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., 4400 BISCAYNE BLVD; 10TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2018

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

(Street)
MIAMI, FL 33137

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/01/2018		A		362,643	A	\$ 0 ⁽¹⁾
Common Stock	07/01/2018		F ⁽²⁾		192,119	D	\$ 19.03 ⁽²⁾
Common Stock						I	2,712,310

By: Lorber Alpha II Limited Partnership ⁽³⁾

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: 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, 07/02/2018, 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 restricted stock grants on July 23, 2014 (the "2014 Award") and November 10, 2015 (the "2015 Award"). The grants vest equally in seven equal installments with the 2014 Award vesting in installments of 173,643 shares on August 15, 2015, July 1, 2016, July 1, 2017, July 1, 2018, July 1, 2019, July 1, 2020 and July 1, 2021 and the 2015 Award vesting in installments of 189,000 on November 15, 2016, July 1, 2017, July 1, 2018, July 1, 2019, July 1, 2020, July 1, 2021 and July 1, 2022, in each case, based upon the Issuer achieving certain performance targets and the Reporting Person being continuously employed by Vector Group Ltd. This amount includes the fourth vesting of the 2014 Award and the third vesting of the 2015 Award.
(2) Represents the average of the high (\$19.19) and low (\$18.87) stock prices of the Issuer's Common Stock on June 29, 2018, the last trading day before the date of vesting, which was a non-trading day (Sunday).

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- Lorber Alpha II LLC, a Delaware limited liability company, is the general partner of Lorber Alpha II Limited Partnership, a Nevada
- (3) 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.

Remarks:

Exhibit 24 - Power of Attorney (previously filed as Exhibit 24 to Form 4 dated November 12, 2014.)

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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