

Edgar Filing: VECTOR GROUP LTD - Form 4

VECTOR GROUP LTD
Form 4
October 08, 2002
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FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f)
of the Investment Company Act of 1940

Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may continue.
See Instruction 1(b)

OMB Approval
OMB Number - 3235-0287
Expires: December 31, 2001
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response - 0.5

1. Name and Address of Reporting Person*

Icahn (Last)	Carl (First)	C. (Middle)	
c/o Icahn Associates Corp. 767 Fifth Avenue, Suite 4700 (Street)			
New York (City)	New York (State)		10153

2. Issuer Name and Ticker or Trading Symbol

Vector Group, Ltd. (VGR)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for October 4, 2002 - October 8, 2002
(Month/Date/Year)

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

* If the form is filed by more than one reporting person, see Instruction
4(b) (v).

5. If Amendment, Date of Original
(Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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1. Title of Derivative Security
(Instr. 3)
- 6.25% Convertible Subordinated Notes due 2008 (the "Notes")
2. Conversion of Exercise Price of Derivative Security
- \$30.91
3. Transaction Date
(Month/Day/Year)
- Conversion price as of 9/20/02
4. Transaction Code
(Instr. 8)
- Code V
5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)
- | (A) | (D) |
|-----|-----|
|-----|-----|
6. Date Exercisable and Expiration Date
(Month/Day/Year)
- | Date Exercisable | Expiration Date |
|------------------|-----------------|
| 6/29/01 | 7/15/08 |
7. Title and Amount of Underlying Securities
(Instr. 3 and 4)
- | Title | Amount or Number of Shares |
|--------------------------------|----------------------------|
| Common Stock, \$0.10 par value | 647,040 |
8. Price of Derivative Security
(Instr. 5)
- \$20,000,000
9. Number of Derivative Securities Beneficially Owned at End of Transaction
(Instr. 4)
- \$20,000,000 principal
10. Ownership Form of Derivatives Security: Direct (D) or Indirect (I)
(Instr. 4)
- I
11. Nature of Indirect Beneficial Ownership
(Instr. 4)
- See Explanation

Explanation of Responses:

JOINT FILER INFORMATION

Name: Barberry Corp.
Address: 100 South Bedford Road
Mt. Kisco, New York 10549
Designated Filer: Carl C. Icahn
Issuer: Vector Group, Ltd.
Statement for: October 4, 2002 - October 8, 2002
Signature: Barberry Corp.

By: /s/ Robert J. Mitchell
Name: Robert J. Mitchell
Title: Authorized Signatory