

VECTOR GROUP LTD
Form 4
November 17, 2014

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 *
FROST PHILLIP MD ET AL

(Last) (First) (Middle)

4400 BISCAYNE BOULEVARD, SUITE 1500

(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)
11/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. (I) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code V | (Instr. 3, 4, and 5) (A) | (D) | Date Exercisable | Expiration Date |
|--|------------------------------|------------------|-------------------|--------------------------|---------------|------------------|---------------------------|
| 6.75% Variable Interest Senior Convertible Note due 2014 | \$ 11.22 ⁽¹⁾ | 11/14/2014 | D | | \$ 25,000,000 | 05/11/2009 | 11/15/2014 ⁽²⁾ |
| 6.75% Variable Interest Senior Convertible Note due 2015 | \$ 11.22 | 11/14/2014 | A | | \$ 25,000,000 | 11/14/2014 | 02/15/2015 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FROST PHILLIP MD ET AL 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137 | | X | | |
| Frost Gamma Investments Trust 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137 | | X | | |
| Frost Nevada Investments Trust 4400 BISCAYNE BOULEVARD SUITE 1500 MIAMI, FL 33137 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Phillip Frost, MD | 11/17/2014 |
| **Signature of Reporting Person | Date |
| Frost Gamma Investments Trust by: /s/ Phillip Frost, MD, Trustee | 11/17/2014 |
| **Signature of Reporting Person | Date |
| Frost Nevada Investments Trust by: /s/ Phillip Frost, MD, Trustee | 11/17/2014 |

__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) All shares and price information has been adjusted to reflect the 5% stock dividend, which was paid by the Issuer on September 26, 2014.
- On November 14, 2014, the Issuer extended the maturity of its 6.75% Variable Interest Senior Convertible Note due 2014 (the "Note")
- (2) from November 15, 2014 to February 15, 2015. The two reported transactions involved an amendment of the Note, resulting in the deemed cancellation of the "old" Note and the grant of a replacement Note.
- These securities are held by Frost Nevada Investments Trust, of which Phillip Frost, MD is the trustee and Frost-Nevada, L.P. is the sole
- (3) and exclusive beneficiary. Dr. Frost is one of five limited partners of Frost-Nevada, L.P. and the sole shareholder of Frost-Nevada Corporation, the sole general partner of Frost-Nevada, L.P.

Remarks:

Exhibit 99 - Joint Filer Information

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.