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the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

See Item 3.02, which is incorporated herein by reference.

ITEM 3.02. UNREGISTERED SALES OF EQUITY SECURITIES.

As previously disclosed, on November 18, 2004, Vector Group Ltd. (the "Company") completed the sale of \$65.5 million of its 5% Variable Interest Senior Convertible Notes due 2011 (the "Notes") to qualified institutional buyers in accordance with Rule 144A of the Securities Act of 1933, as amended. Under the terms of the sale, the initial buyers of the Notes received the right, for a 120-day period ending on March 18, 2005, to purchase an additional \$16.375 million of the Notes.

On December 20, 2004, two of the initial buyers of the Notes exercised their right to purchase a total of approximately \$1.406 million principal amount of additional Notes. As of that date, no other such rights have been exercised so the remaining initial buyers have the right to purchase, up to March 18, 2005, approximately an additional \$14.969 million principal amount of the Notes.

2

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VECTOR GROUP LTD.

By: /s/ Joselynn D. Van Siclen

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Joselynn D. Van Siclen  
Vice President and Chief Financial  
Officer

Date: December 21, 2004

3