

VECTOR GROUP LTD
Form 424B3
June 30, 2005

Filed pursuant to Rule 424(b)(3)

Registration No. 333-125077

**PROSPECTUS SUPPLEMENT NO. 2 DATED JUNE 30, 2005
(to prospectus dated June 3, 2005)**

VECTOR GROUP LTD.

**5% Variable Interest Senior Convertible Notes due November 15, 2011
and
Common Stock Issuable upon Conversion of the Notes**

This prospectus supplement supplements the prospectus dated June 3, 2005 of Vector Group Ltd. relating to the sale by certain of our securityholders (and their transferees, pledgees, donees and successors) of our 5% Variable Interest Senior Convertible Notes due November 15, 2011 and the common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supercedes the information contained in the prospectus.

The table of selling securityholders contained on pages 53 to 55 of the prospectus is hereby amended to add the following additional selling securityholders.

Name	Principal Amount of Notes Beneficially Owned that May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock Beneficially Owned Before This Offering	Number of Shares of Common Stock that May Be Sold Pursuant To This Prospectus (1)	Number of Shares of Common Stock Beneficially Owned After this Offering	
					Number of Shares of Common Stock Beneficially Owned After this Offering	Percentage of Common Stock Outstanding (2)
Jefferies & Company, Inc. (3)	\$1,125,000	3.8%	0	57,990	0	*

* Less than 1%.

(1) Assumes conversion of all of the securityholders' notes at a conversion price of \$19.40 per share of common stock. The conversion price is subject to adjustment as described under "Description of Notes-Conversion Rights" and, as a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in

the future.

- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using shares of common stock outstanding as of June 29, 2005. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular securityholder's notes. We did not assume, however, the conversion of any other securityholder's notes.
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- (3) The selling securityholder also beneficially owns (i) \$1,061,000 principal amount of our 6.25% Convertible Subordinated Notes due July 15, 2008, convertible into 44,153 shares of our common stock, and (ii) \$200,000 principal amount of our 5% Variable Interest Senior Convertible Notes due 2011 issued in November 2004, convertible into 10,310 shares of our common stock.

Investing in the notes and our common stock involves risks, which are described under **Risk Factors** beginning on page 12 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 30, 2005.