

VECTOR GROUP LTD  
Form SC 13G/A  
February 14, 2008

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

VECTOR GROUP LTD.  
(Name of Issuer)  
Common Stock, par value \$0.10 per share  
(Title of Class of Securities)  
92240M-10-8  
(CUSIP Number)  
December 31, 2007  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 92240M-10-8

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**1** NAMES OF REPORTING PERSONS  
Jefferies Group, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	<b>5</b>	SOLE VOTING POWER
NUMBER OF		3,322,081
SHARES	<b>6</b>	SHARED VOTING POWER
BENEFICIALLY		594,614
OWNED BY		
EACH	<b>7</b>	SOLE DISPOSITIVE POWER
REPORTING		3,322,081
PERSON		
WITH:	<b>8</b>	SHARED DISPOSITIVE POWER
		594,614

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,916,695

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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**1** NAMES OF REPORTING PERSONS  
Jefferies & Company, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**5** SOLE VOTING POWER  
NUMBER OF 0

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY 594,614

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 0

**8** SHARED DISPOSITIVE POWER  
WITH: 594,614

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
594,614

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.0%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

BD

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**Item 1**

(a) Name of Issuer

Vector Group Ltd.

(b) Address of Issuer's Principal Executive Offices

100 S.E. Second Street  
Miami, Florida 33131

**Item 2**

(a) Name of Person Filing

Jefferies Group, Inc.  
Jefferies & Company, Inc.

(b) Address of Principal Business Office or, if None, Residence

520 Madison Ave., 12<sup>th</sup> Floor  
New York, New York 10022

(c) Citizenship

Delaware

(d) Title of Class of Securities

Common Stock, par value \$0.10 per share

(e) CUSIP Number

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**Item 3 If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (e)
    - o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
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- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

**Item 4 Ownership**

The following sets forth beneficial ownership information:

(a)	Amount beneficially owned:	3,916,695
(b)	Percent of class:	6.4%
(c)	Number of shares as to which the person has:	
	(i) Sole power to vote or to direct the vote:	3,322,081
	(ii) Shared power to vote or direct the vote:	594,614
	(iii) Sole power to dispose or direct the disposition of:	3,322,081
	(iv) Shared power to dispose or direct the disposition of:	594,614

Jefferies Group, Inc. is the parent company of Jefferies & Company, Inc. Jefferies Group, Inc. disclaims beneficial ownership over shares held by Jefferies & Company, Inc.

**Item 5 Ownership of Five Percent or Less of a Class**

Not applicable

**Item 6 Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

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**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable

**Item 8 Identification and Classification of Members of the Group**

Not applicable

**Item 9 Notice of Dissolution of Group**

Not applicable

**Item 10 Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2007

Jefferies Group, Inc.

/s/ Roland T. Kelly  
Roland T. Kelly  
Assistant Secretary

Dated: February 13, 2007

Jefferies & Company, Inc.

/s/ Roland T. Kelly  
Roland T. Kelly  
Senior Vice President and Assistant General  
Counsel

Jefferies Group, Inc. and Jefferies & Company, Inc. have agreed to jointly file this Schedule.