

BARBERRY CORP /NY/
Form 4
November 22, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ICAHN CARL C ET AL

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES
CORP, 767 FIFTH AVE #4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VECTOR GROUP LTD [VGR]

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2004

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount (A) or (D) Price | | | |
| Common Stock, \$0.10 par value ("Shares") | 09/29/2004 | | J | 401,689 A <u>(1)</u> <u>(2)</u> | 8,420,327 | I | See note <u>(1)</u> <u>(2)</u> |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 6.25% Convertible Subordinated Notes due 2008 (the "Notes") | \$ 25.06 | 09/29/2004 | | J | 0 <u>(1)</u> <u>(2)</u> | 06/29/2001 | 07/15/2008 | Shares | 798,085 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ICAHN CARL C ET AL C/O ICAHN ASSOCIATES CORP 767 FIFTH AVE #4700 NEW YORK, NY 10153 | | X | | |
| BARBERRY CORP /NY/ 100 SOUTH BEDFORD RD MT KISKO, NY 10549 | | X | | |
| HIGH RIVER LIMITED PARTNERSHIP /NY/ 100 SOUTH BEDFORD RD MT KISCO, NY 10549 | | X | | |

Signatures

| | |
|---------------------------------|------------|
| Carl C. Icahn | 11/22/2004 |
| **Signature of Reporting Person | Date |
| Barberry Corp. | 11/22/2004 |
| **Signature of Reporting Person | Date |
| High River Limited Partnership | 11/22/2004 |
| **Signature of Reporting Person | Date |
| Hopper Investments LLC | 11/22/2004 |
| **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).

Explanation of Responses: The conversion price of the Notes held by Barberry Corp. ("Barberry") was adjusted to \$25.06 per Share due to a stock dividend payable on September 29, 2004 (the "Dividend"). Assuming future conversion of the Notes, Barberry may be deemed to directly beneficially own 798,085 Shares. Following the Dividend, High River Limited Partnership ("High River") directly beneficially owns 7,895,327 Shares and Hopper Investments, LLC ("Hopper") directly beneficially owns 525,000 Shares. As general partner of High River, Hopper may be deemed to indirectly beneficially own 7,895,327 Shares as to which High River possesses direct beneficial ownership. As the managing member of Hopper, Barberry may be deemed to indirectly beneficially own 7,895,327 Shares as to which High River possesses direct beneficial ownership and 525,000 Shares as to which Hopper possesses direct beneficial ownership.

(1) By virtue of his 100% ownership interest in Barberry, Mr. Icahn may be deemed to indirectly beneficially own 7,895,327 Shares as to which High River possesses direct beneficial ownership, 525,000 Shares as to which Hopper possesses direct beneficial ownership and 798,085 Shares as to which Barberry possesses direct beneficial ownership. Each of Mr. Icahn, Barberry and Hopper disclaim beneficial ownership of the Shares that High River directly beneficially owns for all other purposes. Each of Mr. Icahn and Barberry disclaim beneficial ownership of the Shares that Hopper directly beneficially owns for all other purposes. Mr. Icahn disclaims beneficial ownership of the Shares that Barberry directly beneficially owns. Ms. Gail Golden, the spouse of Mr. Icahn, directly beneficially owns 15,193 Shares. Mr. Icahn disclaims beneficial ownership of Shares directly beneficially owned by Ms. Golden.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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