

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ICAHN CARL C ET AL</u> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES CORP.</u> <u>767 FIFTH AVENUE, 47TH FLOOR</u> (Street) <u>NEW YORK NY 10153</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN REAL ESTATE PARTNERS L P [ACP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Chairman of the Board</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Depository Units ⁽¹⁾	06/30/2005		J ⁽²⁾		11,034,408	A	(2)	50,931,244	I	See Explanation ⁽²⁾
Depository Units ⁽¹⁾	06/30/2005		J ⁽³⁾		3,452,586	A	(3)	54,383,830	I	See Explanation ⁽³⁾
Depository Units ⁽¹⁾	06/30/2005		J ⁽³⁾		857,759	A	(3)	55,241,589	I	See Explanation ⁽³⁾
Depository Units ⁽¹⁾	06/30/2005		J ⁽⁴⁾		413,793	A	(4)	55,655,382	I	See Explanation ⁽⁴⁾

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Depository Units representing limited partner interests in American Real Estate Partners, L.P. ("AREP")
- On June 30, 2005, AREP purchased Gascon Partners' membership interest in NEG Holding for 11,034,408 Depository Units. Gascon Partners is indirectly wholly owned by Mr. Icahn.
- On June 30, 2005, pursuant to an Agreement and Plan of Merger with Panaco, Inc. ("Panaco"), Highcrest Investors Corp. ("Highcrest"), a shareholder of Panaco, received consideration of 3,452,586 Depository Units and Amos Corp. ("Amos"), a shareholder of Panaco, received consideration of 857,759 Depository Units. Each of Highcrest and Amos is indirectly wholly owned by Mr. Icahn.
- On June 30, 2005, AREP purchased securities from Cyprus, LLC, ("Cyprus") pursuant to which Cyprus received 413,793 Depository Units. Cyprus is indirectly wholly owned by Mr. Icahn.

/s/ Carl C Icahn 06/30/2005

** Signature of Reporting Person Date

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

* 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).

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

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 Number.