

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

MARCH 30, 2000

Date of Report (Date of earliest event reported)

AMERICAN REAL ESTATE PARTNERS, L.P.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State of Organization)

1-9516

(Commission File Number)

13-3398766

(IRS Employer Identification Number)

100 SOUTH BEDFORD ROAD
MT. KISCO, NY 10549

(Address of Registrant's Principal Executive Office) (Zip Code)

(914) 242-7700

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

On March 30, 2000, the Registrant announced 1999 fourth quarter and full year financial results and that no distributions are expected to be made during 2000. Reference is made to the press release, dated March 30, 2000, annexed hereto as Exhibit 21, for information regarding the announcement.

ITEM 7. EXHIBITS.

Exhibit No.	Description of Document
21	Press Release, dated March 30, 2000.

SIGNATURES

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

AMERICAN REAL ESTATE PARTNERS, L.P.
(Registrant)

By: American Property Investors, Inc.
General Partner

By: /s/ John P. Saldarelli

John P. Saldarelli
Secretary and Treasurer

Date: March 30, 2000

EXHIBIT INDEX

Exhibit Number	Description	Page No.
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21	Press Release, dated March 29, 1999.	4

Contact: John P. Saldarelli
Secretary and Treasurer
(914) 242-7700

FOR IMMEDIATE RELEASE

AMERICAN REAL ESTATE PARTNERS, L.P.
REPORTS FULL YEAR AND FOURTH QUARTER RESULTS
AND THAT NO DISTRIBUTIONS ARE EXPECTED TO BE MADE IN 2000

MOUNT KISCO, NEW YORK, MARCH 30, 2000 - American Real Estate Partners, L.P. ("AREP") (NYSE:ACP) today reported the following full year and fourth quarter financial results:

For calendar year 1999, diluted earnings before property and securities transactions and equity interest in affiliate per weighted average limited partnership unit outstanding decreased from \$1.06 in 1998 to \$.91 in 1999. Net gain from property and securities transactions and equity in earnings of Stratosphere Corporation per weighted average limited partnership unit outstanding was \$.76 in 1999 compared to \$.22 in 1998 primarily due to the 1999 non-recurring gain on the sale of RJR stock. For the calendar year 1999, diluted earnings per weighted average limited partnership unit outstanding increased from \$1.28 in 1998 to \$1.67 in 1999.

Earnings before property and securities transactions and equity interest in affiliate decreased during calendar year 1999 by \$6,574,000 as compared to calendar year 1998, primarily due to decreased interest income, other income and dividend income and increased interest expense, partially offset by increased hotel and resort net operating income.

Earnings for the calendar year 1999 increased by \$25,178,000 as compared to earnings for calendar year 1998 primarily due to the 1999 non-recurring gain on the sale of RJR stock.

For the fourth quarter of 1999 diluted earnings before property and securities transactions and equity interest in affiliate per weighted average limited partnership unit outstanding increased from \$.22 in 1998 to \$.23 in 1999, and net gain from property and securities transactions and equity in earnings of Stratosphere Corporation per weighted average limited partnership unit outstanding was \$.11 in 1999 compared to \$.05 in 1998. For the

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quarter diluted earnings per weighted average limited partnership unit outstanding increased from \$.27 in 1998 to \$.34 in 1999.

Earnings for the fourth quarter of 1999 increased by \$4,431,000 as compared to earnings for the fourth quarter of 1998, primarily due to the increased gain on sales of real estate, partially offset by decreased gain on sale of limited partnership interests.

AREP also announced that no distributions are expected to be made in 2000. In making its announcement, AREP noted it plans to continue to apply available cash flow toward its operations, repayment of maturing indebtedness, tenant requirements and other capital expenditures and for Partnership contingencies and reserves, including environmental matters and scheduled lease expirations. By the end of the year 2002, net leases representing approximately 22.6% of AREP's net annual rentals from its portfolio will be due for renewal, and by the end of the year 2004, 35.1% of such rentals will be due for renewal. AREP believes that it should continue to hold and invest, rather than distribute, cash. No distributions were made to Unitholders during 1999.

AREP further stated it continues to believe that excess cash should be used to enhance long-term Unitholder value through the improvement of its existing assets, the support of AREP's debt and property obligations, and selected

investment in assets and companies with assets undervalued by the market as appropriate opportunities arise. AREP believes it should continue to diversify its portfolio and that in the real estate area it should seek to make acquisitions of land for development and land development companies, and other real estate operating companies which may have significant assets under development, as well as non-performing loans and limited partnership units in thinly traded syndicated real estate partnerships. AREP also noted it recently closed on its previously reported agreement with affiliates of its general partner for the acquisition of Bayswater Realty & Capital Corp., for approximately \$84.35 million. Bayswater owns interests in ten residential subdivisions under development in New York and Florida.

AREP has acquired non-performing mortgage notes of companies in the gaming industry undergoing restructuring as well as land it is developing. AREP also noted it recently acquired an approximate 2% additional interest in the Stratosphere Tower, Casino & Hotel from affiliates of its general partner, (giving AREP approximately an aggregate 51% interest). AREP anticipates pursuing additional investments in the gaming industry including the possible acquisition of additional interests in the Stratosphere Tower, Casino & Hotel from affiliates of the General Partner. Any such acquisition by AREP of additional interests in Stratosphere may be made in exchange for Units in AREP, provided the terms thereof are

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fair and reasonable to AREP. Likewise, investments by AREP in non-real estate related assets may include debt or equity securities of companies which may be undergoing recapitalization. These types of investments, both real estate and non-real estate related, may involve debt restructuring, capital expenditures and active asset management, and by their nature may not be readily financeable and may not generate immediate positive cash flow. As such, they require AREP to maintain a strong capital base both to react quickly to these market opportunities as well as to allow AREP to rework the assets to enhance their turnaround performance. AREP's investment strategy continues to include the reinvestment of capital transaction proceeds and refinancing proceeds.

American Real Estate Partners, L.P. is a master limited partnership primarily engaged in acquiring and managing real estate investments, with the primary focus on office, retail, industrial, hotel and residential properties.

TABLES FOLLOW

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AMERICAN REAL ESTATE PARTNERS, L.P.
 REPORTS FULL YEAR AND FOURTH QUARTER RESULTS
 AND THAT NO DISTRIBUTIONS ARE EXPECTED TO BE MADE IN 2000

IN THOUSANDS OF DOLLARS EXCEPT PER SHARE DATA

YEAR ENDED DECEMBER 31, - - - - -	1999 ----	1998 ----
Revenues	\$ 98,540 =====	\$ 93,306 =====
Earnings before property and securities transactions and equity interest in affiliate	\$ 51,797	\$ 58,371
Provision for loss on real estate	(1,946)	(1,180)
Gain on sales and disposition of real estate	16,112	9,065
Gain on sale of limited partnership interests	-	4,382

Gain on sale of marketable equity securities	28,590	-
Equity in earnings of Stratosphere Corporation	1,263	-
Net earnings	\$ 95,816	\$ 70,638
Net earnings per L.P. unit:		
Basic:		
Earnings before property and securities transactions and equity interest in affiliate	\$ 1.01	\$ 1.16
Net gain from property and securities transactions and equity in earnings of Stratosphere Corporation	.94	.26
Net earnings	\$ 1.95	\$ 1.42
Weighted average units outstanding	46,098,284	46,173,284
Diluted:		
Earnings before property and securities transactions and equity interest in affiliate	\$.91	\$ 1.06
Net gain from property and securities transactions and equity in earnings of Stratosphere Corporation	.76	.22
Net earnings	\$ 1.67	\$ 1.28
Weighted average units and equivalent units outstanding	56,078,394	54,215,339

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AMERICAN REAL ESTATE PARTNERS, L.P.
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IN THOUSANDS OF DOLLARS EXCEPT PER SHARE DATA

FOURTH QUARTER ENDED DECEMBER 31, ----- (UNAUDITED)	1999 ----	1998 ----
Revenues	\$ 24,191	\$ 23,587
Earnings before property and securities transactions and equity interest in affiliate	13,188	12,118
Provision for loss on real estate	(582)	(578)
Gain (loss) on sales and disposition of real estate	7,164	(695)
Gain on sale of limited partnership interests	-	4,382
Equity in earnings of Stratosphere Corporation	(112)	-
Net earnings	\$ 19,658	\$ 15,227
Net earnings per L.P. unit:		

Basic:		
Earnings before property and securities transactions and equity interest in affiliate	\$.26	\$.24
Net gain from property and securities transactions and equity in earnings of Stratosphere Corporation	.14	.06
Net earnings	\$.40	\$.30
Weighted average units outstanding	46,098,284	46,098,284
Diluted:		
Earnings before property and securities transactions and equity interest in affiliate	\$.23	\$.22
Net gain from property and securities transactions and equity in earnings of Stratosphere Corporation	.11	.05
Net earnings	\$.34	\$.27
Weighted average units and equivalent units outstanding	56,818,325	55,030,578