

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

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Papapostolou Ted</u> (Last) (First) (Middle) C/O ICAHN ASSOCIATES HOLDING LLC 16690 COLLINS AVENUE, PH-1 (Street) SUNNY ISLES FL 33160 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ICAHN ENTERPRISES L.P. [IEP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/26/2024	
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 ⁽⁴⁾	09/26/2024		M		28,516	A	(1)(2)	28,516	D	
Depository Units ⁽⁴⁾	09/26/2024		D		28,516	D	\$15.13 ⁽⁵⁾	0	D	

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						Title
Deferred Depository Units	(1)(2)	09/26/2024		M			28,516	(1)	(1)	Depository Units	28,516	\$0	28,516	D	
Deferred Depository Units	(1)(3)	09/26/2024		D			2,063	(1)	(1)	Depository Units	2,063	\$0	0	D	

Explanation of Responses:

- Represents deferred depository units ("Deferred Depository Units") previously granted pursuant to the Icahn Enterprises L.P. 2017 Long-Term Incentive Plan. Each Deferred Depository Unit represents the equivalent of one Depository Unit representing a limited partner interest in Icahn Enterprises L.P. (the "Issuer"). The Deferred Depository Units were originally scheduled to vest on December 9, 2024.
- In connection with the Issuer entering into an employment letter agreement ("Employment Letter") dated September 26, 2024, with the Reporting Person, a prorated number of such Deferred Depository Units (together with any dividend equivalents credited with respect to such vested Deferred Units) vested through and including September 26, 2024 (the "Effective Date") and will be settled in cash in accordance with the Deferred Unit Agreement, less applicable tax and payroll withholdings.
- In connection with the Employment Letter, the Reporting Person agreed to, among other things, forfeit any unvested Deferred Depository Units (together with any dividend equivalents credited with respect to such unvested Deferred Units) that did not vest in accordance with the foregoing.
- Depository Units representing limited partnership interests in the Issuer.
- The reported price excludes credited dividend equivalents.

/s/ Ted Papapostolou

09/27/2024

** 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.