

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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

Date of Report (Date of Earliest Event Reported): AUGUST 9, 2004

AMERICAN REAL ESTATE PARTNERS, L.P.

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(Exact Name of Registrant as Specified in its Charter)

DELAWARE	1-9516	13-3398766
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(State of Organization)	(Commission File Number)	(IRS Employer Identification No.)

100 South Bedford Road, Mt. Kisco, NY	10549
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(Address of Principal Executive Offices)	(Zip Code)
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Registrant's telephone number, including area code: (914) 242-7700

N/A

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

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On August 9, 2004, American Real Estate Partners, L.P ("AREP") announced its results of operations for the three and six months ended June 30, 2004. A copy of the related press release for the three months ended June 30, 2004 is being furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference in its entirety.

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

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John P. Saldarelli  
Chief Financial Officer,  
Secretary and Treasurer

Dated: August 9, 2004

EXHIBIT INDEX

99.1 Press Release of AREP dated August 9, 2004.

CONTACT: JOHN P. SALDARELLI  
SECRETARY AND TREASURER  
(914) 242-7700

## FOR IMMEDIATE RELEASE

## AMERICAN REAL ESTATE PARTNERS, L.P. REPORTS SECOND QUARTER AND SIX MONTH RESULTS

MOUNT KISCO, NEW YORK, AUGUST 9, 2004 - American Real Estate Partners, L.P. (NYSE:ACP) today reported the following second quarter and six month financial results:

In the second quarter of 2004 earnings were \$81,786,000 compared to a loss of \$2,787,000 in the second quarter of 2003. Of this difference, approximately \$47 million was from an increase in income from discontinued operations as a result of gains on sale of real estate, approximately \$19 million was from a write-down of other investments in 2003, approximately \$8 million was the result of a gain on the sale of certain marketable debt securities and approximately \$7 million was the result of increased income from hotel and casino operations.

For the second quarter, diluted earnings (loss) per weighted average limited partnership unit outstanding were \$1.54 in 2004 and (\$.13) in 2003.

Earnings in the six months ended June 30, 2004 were \$144,806,000 compared to \$11,605,000 in the six months ended June 30, 2003. Of this increase, approximately \$54 million was from an increase in income from discontinued operations as a result of gains on sale of real estate, approximately \$19 million was from a write-down of other investments in 2003, approximately \$37 million was the result of a gain on the sale of certain marketable debt securities, approximately \$15 million was the result of increased income from hotel and casino operations and approximately \$8 million was from increased interest income.

For the six months ended June 30, 2004, diluted earnings per weighted average limited partnership unit outstanding were \$2.66 compared to \$.07 in 2003.

The financial statements have been restated for the three and six months ended June 30, 2003 to include the earnings of our subsidiaries: National Energy Group, Inc. and American Casino & Entertainment Properties LLC.

American Real Estate Partners, L.P. is a master limited partnership.

## FOR IMMEDIATE RELEASE

AMERICAN REAL ESTATE PARTNERS, L.P.  
REPORTS SECOND QUARTER AND SIX MONTH RESULTSCONSOLIDATED RESULTS OF EARNINGS  
IN THOUSANDS OF DOLLARS EXCEPT PER UNIT DATA

SECOND QUARTER ENDED JUNE 30,	2004	2003
-----	-----	-----
		(RESTATED) (1)
	(UNAUDITED)	
Revenues	\$ 117,901	\$ 90,645
	=====	=====
Operating income	\$ 25,834	\$ 15,541
Write-down of other investments	--	(18,798)

Loss on sales and disposition of real estate	(226)	(272)
Gain on sales of marketable debt securities	8,310	--
Income tax expense	(3,088)	(3,167)
	-----	-----
Income from continuing operations	30,830	(6,696)
Income from discontinued operations	50,956	3,909
	-----	-----
Net earnings	\$ 81,786	\$ (2,787)
	=====	=====
Net earnings per L.P. unit:		
Basic:		
Income (loss) from continuing operations	\$ .63	\$ (.21)
Income from discontinued operations	1.08	.08
	-----	-----
Basic earnings (loss) per L.P. unit	\$ 1.71	\$ (.13)
	=====	=====
Weighted average units outstanding	46,098,284	46,098,284
	=====	=====
Diluted:		
Income (loss) from continuing operations	\$ .58	\$ (.21)
Income from discontinued operations	.96	.08
	-----	-----
Diluted earnings (loss) per L.P. unit	\$ 1.54	\$ (.13)
	=====	=====
Weighted average units and equivalent units outstanding	51,938,033	46,098,284
	=====	=====

(1) THE FINANCIAL STATEMENTS HAVE BEEN RESTATED TO REFLECT THE EARNINGS OF OUR SUBSIDIARIES: I) NATIONAL ENERGY GROUP, INC., AND II) AMERICAN CASINO AND ENTERTAINMENT PROPERTIES LLC.

FOR IMMEDIATE RELEASE

AMERICAN REAL ESTATE PARTNERS, L.P.  
REPORTS SECOND QUARTER AND SIX MONTH RESULTS

CONSOLIDATED RESULTS OF EARNINGS  
IN THOUSANDS OF DOLLARS EXCEPT PER UNIT DATA

SIX MONTHS ENDED JUNE 30,	2004	2003
-----	-----	-----
		(RESTATED) (1)
		(UNAUDITED)
Revenues	\$ 222,023	\$ 184,245
	=====	=====
Operating income	\$ 50,732	\$ 31,872
Provision for loss on real estate	--	(200)
Write down of other investments	--	(18,798)
Write-down of equity securities available for sale	--	(961)
Gain on sales and disposition of real estate	5,821	866
Gain on sales of marketable debt securities	37,167	--
Income tax expense	(9,257)	(7,059)
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Income from continuing operations	84,463	5,720
Income from discontinued operations	60,343	5,885
	-----	-----
Net earnings	\$ 144,806	\$ 11,605
	=====	=====
Net earnings per L.P. unit:		
Basic:		
Income (loss) from continuing operations	\$ 1.68	\$ (.06)
Income from discontinued operations	1.28	.13
	-----	-----
Basic earnings per L.P. unit	\$ 2.96	\$ .07
	=====	=====
Weighted average units outstanding	46,098,284	46,098,284
	=====	=====
Diluted:		
Income (loss) from continuing operations	\$ 1.53	\$ (.06)
Income from discontinued operations	1.13	.13
	-----	-----
Diluted earnings per L.P. unit	\$ 2.66	\$ .07
	=====	=====
Weighted average units and equivalent units outstanding	52,218,668	46,098,284
	=====	=====

(1) THE FINANCIAL STATEMENTS HAVE BEEN RESTATED TO REFLECT THE EARNINGS OF OUR SUBSIDIARIES: I) NATIONAL ENERGY GROUP, INC., AND II) AMERICAN CASINO AND ENTERTAINMENT PROPERTIES LLC.