

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 14D-1  
Tender Offer Statement Pursuant to Section  
14(d)(1) of the Securities Exchange Act of 1934  
(Amendment No. 3 (Final Amendment))  
and  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 23)  
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AMERICAN REAL ESTATE PARTNERS, L.P.  
(Name of Subject Company)

LEYTON LLC  
HIGH COAST LIMITED PARTNERSHIP  
BECKTON CORP.  
CARL C. ICAHN  
(Bidders)

DEPOSITARY UNITS REPRESENTING  
LIMITED PARTNER INTERESTS  
(Title of Class of Securities)

029169109  
(CUSIP Number of Class of Securities)

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Keith L. Schaitkin, Esq.  
Gordon Altman Butowsky  
Weitzen Shalov & Wein  
114 West 47th Street  
New York, New York 10036  
(212) 626-0800  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of Bidder)

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Calculation of Filing Fee  
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Transaction	Amount of
Valuation*: \$105,000,000	Filing Fee: \$21,000

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\*For purposes of calculating the filing fee only. This amount assumes the purchase of up to 10 million Units of the subject company for \$10.50 per Unit in cash.

[x ] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$21,000  
Form or Registration No.: Schedule 14D-1  
Filing Party: Leyton LLC, High Coast Limited Partnership, Beckton Corp. and Carl C. Icahn  
Dated Filed: November 20, 1998

AMENDMENT NO. 3 TO SCHEDULE 14D-1/  
AMENDMENT NO. 23 TO SCHEDULE 13D

CUSIP No. 029169109

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Leyton LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) /x/  
(b) //

3 SEC USE ONLY

4 SOURCES OF FUNDS (See Instructions)  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) or 2(f) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,597,666

8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (See  
Instructions)  
//

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
14.3%

10 TYPE OF REPORTING PERSON (See Instructions)  
OO

AMENDMENT NO. 3 TO SCHEDULE 14D-1/  
AMENDMENT NO. 23 TO SCHEDULE 13D

CUSIP No. 029169109

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
High Coast Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) /x/  
(b) //

3 SEC USE ONLY

4 SOURCES OF FUNDS (See Instructions)  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) or 2(f) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
38,112,710

8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (See

Instructions)

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
82.7%

10 TYPE OF REPORTING PERSON (See Instructions)  
PN

AMENDMENT NO. 3 TO SCHEDULE 14D-1/  
AMENDMENT NO. 23 TO SCHEDULE 13D

CUSIP No. 029169109

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) /x/  
(b) //

3 SEC USE ONLY

4 SOURCES OF FUNDS (See Instructions)  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) or 2(f) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
38,112,710

8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES (See  
Instructions)  
/x/  
Excludes all depository units owned of record by API Nominee  
Corp.

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
82.7%

10 TYPE OF REPORTING PERSON (See Instructions)  
CO

AMENDMENT NO. 3 TO SCHEDULE 14D-1/  
AMENDMENT NO. 23 TO SCHEDULE 13D

CUSIP No. 029169109

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) /x/  
(b) //

3 SEC USE ONLY

4 SOURCES OF FUNDS (See Instructions)  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(e) or 2(f) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
38,112,710

8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES  
(See Instructions)  
/x/  
Excludes all depository units owned of record by API Nominee  
Corp.

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)  
82.7%

10 TYPE OF REPORTING PERSON (See Instructions)  
IN

AMENDMENT NO. 3 TO SCHEDULE 14D-1/  
AMENDMENT NO. 23 TO SCHEDULE 13D

This Amendment No. 3 (the Final Amendment) to Schedule 14D-1 ("Amendment No. 1") which amends and supplements the Tender Offer Statement on Schedule 14D-1 originally filed with the Securities and Exchange Commission (the "Commission") on November 20, 1998 (the "Schedule 14D-1") by Leyton LLC (the "Purchaser"), High Coast Limited Partnership ("High Coast"), Beckton Corp. and Carl C. Icahn, as amended by Amendment No. 1 filed with the Commission on December 14, 1998, and Amendment No. 2 filed with the Commission on December 29, 1998, also constitutes Amendment No. 23 to the statement on Schedule 13D of the Purchaser, High Coast, Beckton Corp. and Mr. Icahn (the "Schedule 13D" and together with the Schedule 14D-1, the "Schedules"). The Schedules relate to the Purchaser's offer to purchase up to 10 million depository units representing limited partner interests ("Units") of American Real Estate Partners, L.P. (the "Partnership") at a purchase price of \$10.50 net per Unit, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 20, 1998 (the "Offer to Purchase") and related Letter of Transmittal, including the Instructions thereto (which collectively constitute the "Offer").

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6 is hereby amended and supplemented as follows:

At 12:00 midnight, New York City time, on Monday, December 28, 1998, the Offer expired. A total of 6,597,666 Units, representing 14.3% of the outstanding Units, were validly tendered and not withdrawn pursuant to the Offer. The Purchaser has accepted for payment, and the Harris Trust Company of New York (the "Depositary") has mailed checks in payment of, all of those Units at the price of \$10.50 net per Unit.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 31, 1998

LEYTON LLC

By: HIGH COAST LIMITED PARTNERSHIP,  
Member

By: BECKTON CORP.,  
General Partner

By: /S/ CARL C. ICAHN  
Name: Carl C. Icahn  
Title: Chairman of the Board

HIGH COAST LIMITED PARTNERSHIP

By: BECKTON CORP.,  
General Partner

By: /S/ CARL C. ICAHN  
Name: Carl C. Icahn  
Title: Chairman of the Board

BECKTON CORP.

By: /S/ CARL C. ICAHN  
Name: Carl C. Icahn  
Title: Chairman of the Board

/S/ CARL C. ICAHN  
CARL C. ICAHN

