

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

☐ 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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Meister Keith</u>			<u>AMERICAN REAL ESTATE PARTNERS L P [ACP]</u>		Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO of General Partner</u>	
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			
<u>C/O ICAHN ASSOCIATES CORP.</u>			<u>06/29/2005</u>			
<u>767 FIFTH AVENUE, 47TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)					6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>NEW YORK NY 10153</u>					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)					Form filed by More than One Reporting Person	

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			

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	Amount or Number of Shares				
Option to Buy Depositary Units	\$35	06/29/2005		A			0	(1)	(3)	Depositary Unit ⁽¹⁾	700,000 ⁽²⁾	\$0	700,000 ⁽²⁾	D	

Explanation of Responses:

1. Depositary Units representing limited partner interests in American Real Estate Partners, L.P. ("AREP")
2. This option is a right to buy 700,000 Depositary Units which vests as follows: The option to purchase 100,000 depositary units vests each anniversary from the Grant Date (June 29, 2005) for a period of 7 years. Options become exercisable as they vest.
3. The Options will expire at 5:00p.m. Eastern Time on the last business day preceding the seventh anniversary of the Grant Date except that the Options to purchase the 100,000 Units that vest on the seventh anniversary of the Grant Date will expire at 5:00 p.m. Eastern Time on the last business day preceding the eighth anniversary of the Grant Date.

/s/ Keith A. Meister06/30/2005

** 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.