

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

<div>1. Name and Address of Reporting Person*</div> <div><u>Moerman Hillel</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O ICAHN ASSOCIATES CORP.</u></div> <div><u>767 FIFTH AVENUE, SUITE 4700</u></div> <div>(Street)</div> <div><u>NEW YORK</u> <u>NY</u> <u>10153</u></div> <div>(City) (State) (Zip)</div>	<div>2. Date of Event Requiring Statement (Month/Day/Year)</div> <div><u>07/19/2006</u></div>	<div>3. Issuer Name and Ticker or Trading Symbol</div> <div><u>AMERICAN REAL ESTATE PARTNERS LP [ACP]</u></div> <div>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><div>Director</div><div>10% Owner</div><div><input checked="" type="checkbox"/> Officer (give title below)</div><div>Other (specify below)</div><div><u>Chief Financial Officer</u></div></div> <div>5. If Amendment, Date of Original Filed (Month/Day/Year)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

Remarks:

No securities owned

No securities are beneficially owned.

/s/ Hillel Moerman 07/19/2006
** 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 5 (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.