

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 25

NOTIFICATION OF REMOVAL FROM LISTING AND/OR
REGISTRATION UNDER SECTION 12(b) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-9516

Issuer: ICAHN ENTERPRISES L.P.
Exchange: New York Stock Exchange
(Exact name of Issuer as specified in its charter,
and name of Exchange where security is listed and/or registered)

767 Fifth Avenue, Suite 4700, New York, NY 10153, (212) 702-4300
(Address, including zip code, and telephone number,
including area code, of Issuer's principal executive offices)

Depository Units Representing Limited Partner Interests
(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to
strike the class of securities from listing and registration:

☐ 17 CFR 240.12d2-2(a)(1)

☐ 17 CFR 240.12d2-2(a)(2)

☐ 17 CFR 240.12d2-2(a)(3)

☐ 17 CFR 240.12d2-2(a)(4)

☐ Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules
to strike the class of securities from listing and/or withdraw registration
on the Exchange.

☒ Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with the rules of
the Exchange and the requirements of 17 CFR 240.12d2-2(c) governing the
voluntary withdrawal of the class of securities from listing and
registration on the Exchange.

Pursuant to the requirements of the Securities Exchange Act of 1934, Icahn
Enterprises L.P. certifies that it has reasonable grounds to believe that it
meets all of the requirements for filing the Form 25 and has caused this
notification to be signed on its behalf by the undersigned duly authorized
person.

December 9, 2011

By: /s/ Dominick Ragone

Chief Financial Officer

Date

Name

Title