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AMERICAN REAL ESTATE PARTNERS L P

Form 8-K

January 16, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

JANUARY 16, 2004

Date of Report (Date of earliest event reported)

AMERICAN REAL ESTATE PARTNERS, L.P.

(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 Number)

100 SOUTH BEDFORD ROAD

MT. KISCO, NY 10549

(Address of Registrant's Principal Executive Office (Zip Code)

(914) 242-7700

(Registrant's telephone number, including area code)

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

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ITEM 5. OTHER EVENTS.

On January 16, 2004 the Company issued a press release, a copy of which is filed as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

EXHIBIT NO.	DESCRIPTION
99.1	Press Release of American Real Estate Partners, L.P., dated January 16, 2004.

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
Chief Financial Officer, Secretary and Treasurer

Dated: January 16, 2004

EXHIBIT 99.1

Contact: John P. Saldarelli
Secretary and Treasurer

914-242-7700

FOR IMMEDIATE RELEASE

AMERICAN REAL ESTATE PARTNERS, L.P.'s

SUBSIDIARY PRICES DEBT OFFERING

MOUNT KISCO, N.Y., January 16, 2004--American Real Estate Partners, L.P. (NYSE:ACP) announced today that American Casino & Entertainment Properties LLC, an indirect wholly-owned subsidiary, has priced its previously announced offering of senior secured notes due 2012. The notes, in the aggregate principal amount of \$215 million, will bear interest at a rate of 7.85% per annum. Closing of the offering is expected to occur on or about January 29, 2004.

The notes have not been registered under the Securities Act of 1933 or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration

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requirements of the Securities Act of 1933 and applicable state securities laws.

This release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, many of which are beyond our ability to control or predict. Among these risks and uncertainties are changes in general economic conditions, market and competitive conditions, the extent, duration and strength of any economic recovery and other risks and uncertainties detailed from time to time in our filings with the SEC, including our 2002 Form 10-K, Form 10-Qs and Form 8-Ks.

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