

AMERICAN REAL ESTATE PARTNERS L P  
Form 8-K  
May 07, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): MAY 7, 2004

AMERICAN REAL ESTATE PARTNERS, L.P.

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(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 No.)

100 South Bedford Road, Mt. Kisco, NY

10549

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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (914) 242-7700

N/A

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

ITEM 5. OTHER EVENTS.

On May 7, 2004, American Real Estate Partners, L.P ("AREP") issued a press release, a copy of which is filed as Exhibit 99.1 and is incorporated by reference herein.

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

(A) AND (B) NOT APPLICABLE.

(C) EXHIBITS

99.1 Press Release of AREP dated May 7, 2004.

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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  
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John P. Saldarelli  
Chief Financial Officer,  
Secretary and Treasurer

Dated: May 7, 2004

EXHIBIT INDEX

99.1 Press Release of AREP dated May 7, 2004.