

AMERICAN REAL ESTATE PARTNERS L P

Form 8-K

June 23, 2006

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**UNITED STATES  
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**

**Date of Report (Date of Earliest Event Reported): June 23, 2006  
American Real Estate Partners, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of incorporation)

**1-9516**  
(Commission File Number)

**13-3398766**  
(IRS Employer  
Identification No.)

445 Hamilton Avenue, Suite 1210, White Plains, NY 10601  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(914) 614-7000**  
N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and Management

Item 5.02(b) and (c) Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

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**Section 5 Corporate Governance and Management**

**Item 5.02(b) and (c) Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Effective June 23, 2006, Adrian Tannian resigned as Chief Accounting Officer for our general partner, American Property Investors, Inc., or API. He will be replaced by Hillel Moerman. For purposes of Items 5.02 (b) and (c) of Form 8-K, API's Chief Accounting Officer serves as the principal accounting officer of API.

From January 2005 to the present, Mr. Moerman, 34, held the positions of Director of Accounting and VP of Strategic Planning for API. Prior to that time, from September 2000 through December 2004, Mr. Moerman was a Senior Manager with Ernst & Young LLP, one of the world's largest public accounting firms. Mr. Moerman also worked as a staff accountant for the corporate finance group of the Securities and Exchange Commission from 1999 to 2000.

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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/ Jon F. Weber  
Jon F. Weber  
President and Chief Financial  
Officer

Date: June 23, 2006