

AMERICAN REAL ESTATE PARTNERS L P  
Form 8-K  
December 19, 2002

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

DECEMBER 19, 2002  
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Date of Report (Date of earliest event reported)

AMERICAN REAL ESTATE PARTNERS, L.P.  
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(Exact Name of Registrant as Specified in its Charter)

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| DELAWARE<br>-----<br>(State of Organization) | 1-9516<br>-----<br>(Commission<br>File Number) | 13-3398766<br>-----<br>(IRS Employer<br>Identification Number) |
|--|--|--|

100 SOUTH BEDFORD ROAD  
MT. KISCO, NY 10549  
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(Address of Registrant's Principal Executive Office (Zip Code)

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

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

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ITEM 5. OTHER EVENTS.

On December 19, 2002 the Company issued a joint press release with Stratosphere Corporation, 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        | Joint Press Release of American Real Estate Partners, L.P. and Stratosphere Corporation, dated as of December 19, 2002. |

SIGNATURES

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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: December 19, 2002

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