

ICAHN ENTERPRISES L.P.  
Form 3  
March 13, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |                                      |  |  |
|--|--|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *                  |  | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â NINIVAGGI DANIEL A                                       |  | (Month/Day/Year)                     | ICAHN ENTERPRISES L.P. [IEP]   |  |
| (Last)   | (First)                                      | (Middle)                             | 03/13/2012   |  |
| C/O ICAHN ENTERPRISES L.P., Â 767 FIFTH AVENUE, 47TH FLOOR |  |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                       |                                      |  |  |
|  | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner   |  |  |
|  | <input checked="" type="checkbox"/> Officer  | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  | (give title below) (specify below)           |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  | Pres & Principal Exec Officer                |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| NEW YORK, Â NY Â 10153                                     |  |                                      |  |  |
| (City)   | (State)                                      | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

|   |            |            |                                | Shares                |          | or Indirect<br>(1)<br>(Instr. 5) |   |
|---|------------|------------|--------------------------------|-----------------------|----------|----------------------------------|---|
| Class A Option to buy<br>Depository Units | 02/11/2010 | 12/31/2014 | Depository<br>Units <u>(1)</u> | 101,632<br><u>(2)</u> | \$ 44.87 | D                                | Â |
| Class B Option to buy<br>Depository Units | 02/11/2010 | 12/31/2014 | Depository<br>Units <u>(1)</u> | 101,632<br><u>(3)</u> | \$ 54.71 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| NINIVAGGI DANIEL A<br>C/O ICAHN ENTERPRISES L.P.<br>767 FIFTH AVENUE, 47TH FLOOR<br>NEW YORK, NY 10153 | Â X           | Â         | Â Pres & Principal Exec Officer | Â     |

## Signatures

/s/ Daniel A.  
Ninivaggi

03/13/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Depository Units representing limited partner interests in Icahn Enterprises L.P.
- (2) The Class A option is vested as to 67,755 Depository Units and will vest as to the balance of 33,877 Depository Units on December 31, 2012.
- (3) The Class B option is vested as to 67,755 Depository Units and will vest as to the balance of 33,877 Depository Units on December 31, 2012.

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### Remarks:

This Form 3 is being filed to report that Daniel A. Ninivaggi became a director of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.