

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDING LLC</u> <u>767 FIFTH AVE., SUITE 4700</u> (Street) <u>NEW YORK NY 10153</u> (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <u>Federal-Mogul Holdings Corp [FDML]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ("Shares")	01/23/2017		P		16,766,401 ⁽¹⁾	A	\$10	155,366,542 ⁽¹⁾	I	please see all footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Amount or Number of Shares				

Explanation of Responses:

- Represents Shares validly tendered in a tender offer, related to the Merger (as defined below), and accepted for payment and paid for by Icahn Enterprises L.P. ("Icahn Enterprises"), which together with the 138,590,141 Shares that were indirectly owned by Carl C. Icahn, represent the total of 155,366,542 Shares.
- IEH FM Holdings LLC ("FM Holdings") directly beneficially owns 155,366,542 Shares. American Entertainment Properties Corp. ("AEP") is the sole member of FM Holdings. Icahn Building LLC ("Icahn Building") is the sole stockholder of AEP. Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings") is the sole member of Icahn Building. Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP") is the general partner of Icahn Enterprises Holdings. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises GP.
- Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the foregoing entities. In addition, Mr. Icahn is the indirect holder of approximately 89.8% of the outstanding depository units representing limited partnership interests in Icahn Enterprises. Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.
- Each of AEP, Icahn Building, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton (by virtue of their relationship to FM Holdings) and Mr. Icahn (by virtue of his relationship to Beckton), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which FM Holdings owns. Each of AEP, Icahn Building, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interests therein.
- Does not include 17,798 Shares owned by Gail Golden, the spouse of Mr. Icahn, by virtue of his relationship to Ms. Golden, may be deemed to beneficially own such Shares. Mr. Icahn disclaims beneficial ownership of such Shares for all purposes.
- As part of the merger of FM Holdings with and into Federal-Mogul Holdings Corporation (the "Issuer"), with the Issuer as the surviving corporation and an indirectly wholly owned subsidiary of Icahn Enterprises (the "Merger"), all of the outstanding Shares, including the 13,674,109 Shares not owned by Mr. Icahn immediately prior to the Merger, were cancelled and retired and automatically converted into the right to receive the merger consideration.

Remarks:CARL C. ICAHN01/24/2017

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

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