13F-CONP 8/14/08

NON-PUBLIC

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

FORM 13F

FORM 13F COVER PAGE

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AUG 14 2007
OFFICE OF THE SECRETARY

Report for the Calendar Year or Quarter Ended: **JUNE 30, 2007**

Check here if Amendment [ ]; Amendment Number: __________

This Amendment (Check only one.): [ ] is a restatement.
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

PROCESSED
NOV 04 2008
THOMSON REUTERS

Name: **CITADEL LIMITED PARTNERSHIP**
Address: **131 SOUTH DEARBORN**
CHICAGO, IL 60603

13F File Number: **28-5912**

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: **GERALD A. BEESON**
Title: **CHIEF FINANCIAL OFFICER**
Phone: **(312) 395-3121**

CONFIDENTIAL TREATMENT EXPIRED

Signature, Place, and Date of Signing:

________________	**CHICAGO, ILLINOIS**	**08/13/2007**
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	**0**
Form 13F Information Table Entry Total:	**57**
Form 13F Information Table Value Total:	**$5,692,695 (thousands)**

List of Other Included Managers:

NONE

FORM 13F

Name of Reporting Manager Citadel Limited Partnership

(SEC USE ONLY)

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 4: Fair Market Value	Item 5: Shares of Principal Amount	Item 6: Investment Discretion (a) Sole	(b) Shared As Defined in Instr. V	(c) Shared-Other	Item 7: Managers See Instr. V	Item 8: Voting Authority (Shares) (a) Sole	(b) Shared	(c) None
ANDREW CORP 3.25% CB 08/15/13 - REGISTERED	Bond	034425AB4	5,146,834	4,740	X			n/a	n/a		
AQUANTIVE 2.25% CB 08/15/24 - REGISTERED	Bond	03839GAB1	19,167,213	3,900	X			n/a	n/a		
CYTYC CORP 2.25% CB 03/15/24- REGISTERED	Bond	232946AB9	17,648,056	12,022	X			n/a	n/a		
GENESCO 4.125% CB 06/15/23- REGISTERED	Bond	371532AN2	65,797,470	27,750	X			n/a	n/a		
TRIBUNE 2% EXCHG INTO AOL DUE 5/15/2029	Bond	896047305	100,229,804	1,509,485	X			n/a	n/a		
ACXIOM CORP CMN STK	Cmn	005125109	26,554,716	1,003,959	X			n/a	X		
ALLIANCE DATA SYSTEMS CMN STK	Cmn	018581108	160,215,196	2,073,178	X			n/a	X		
EDWARDS (A G) INC CMN STK	Cmn	281760108	91,702,254	1,084,592	X			n/a	X		
ANDREW CORP	Cmn	034425108	6,770,512	468,872	X			n/a	X		
AQUANTIVE INC CMN STK	Cmn	03839G105	91,928,016	1,440,878	X			n/a	X		
ARCHSTONE-SMITH TRUST COMMON STOCK	Cmn	039583109	553,450,595	9,363,062	X			n/a	X		
ALLTEL CORP CMN STK	Cmn	020039103	239,594,784	3,546,925	X			n/a	X		
AVAYA INC	Cmn	053499109	84,013,127	4,988,903	X			n/a	X		
CDW CORP CMN STK	Cmn	12512N105	150,208,012	1,767,777	X			n/a	X		
CERIDIAN CORP NEW CMN STOCK	Cmn	156779100	175,352,135	5,010,061	X			n/a	X		
COLUMN TOTALS			1,787,778,722								

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					(a) Sole	(b) Shared As Defined in Instr. V	(c) Shared-Other		(a) Sole	(b) Shared	(c) None
CHITTENDEN CORP CMN STK	Cmn	170228100	5,945,869	170,125	X			n/a	X		
CYTYC CORP CMN STOCK	Cmn	232946103	15,597,802	361,814	X			n/a	X		
FIRST DATA CORP. COMMON STOCK	Cmn	319963104	991,625,127	30,352,774	X			n/a	X		
FIRST REPUBLIC BANK COMMON STOCK	Cmn	336158100	31,504,001	587,104	X			n/a	X		
FLORIDA ROCK INDS CMN STK	Cmn	341140101	168,777,338	2,500,405	X			n/a	X		
HARMAN INTERNATIONAL INDS CMN STK	Cmn	413086109	77,863,318	666,638	X			n/a	X		
MANOR CARE INC. CMN STK	Cmn	564055101	51,553,767	789,612	X			n/a	X		
HARRAH'S ENTERTAINMENT INC CMN STOCK	Cmn	413619107	68,453,890	802,884	X			n/a	X		
HUNTSMAN COS/THE COMMON STOCK	Cmn	447011107	42,173,887	1,734,837	X			n/a	X		
NUVEEN INVESTMENTS INC -CL A CMN STK	Cmn	67090F106	137,729,434	2,216,081	X			n/a	X		
LAUREATE EDUCATION INC CMN STK	Cmn	518613104	32,993,218	535,083	X			n/a	X		
LAIDLAW INTERNATIONAL INC COMMON STOCK	Cmn	50730R102	57,732,428	1,670,982	X			n/a	X		
MAF BANCORP INC CMN STK	Cmn	55261R108	19,724,432	363,517	X			n/a	X		
OHIO CAS CORP	Cmn	677240103	62,628,555	1,446,053	X			n/a	X		
COLUMN TOTALS			1,764,303,066						n/a		

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					(a) Sole	(b) Shared As Defined in Instr. V	(c) Shared-Other		(a) Sole	(b) Shared	(c) None
PENN NATIONAL GAMING INC CMN STOCK	Cmn	707569109	34,338,491	571,451	X			n/a	n/a		
RADIAN GROUP INC CMN STK	Cmn	750236101	134,982,666	2,499,679	X			n/a	n/a		
SIERRA HEALTH SERVICES CMN STK	Cmn	826322109	65,105,715	1,565,794	X			n/a	n/a		
SLM CORP CMN STK	Cmn	78442P106	834,375,139	14,490,711	X			n/a	n/a		
SOLECTRON CORP COMMON STOCK	Cmn	834182107	16,388,265	4,453,333	X			n/a	n/a		
STATION CASINOS INC CMN STK	Cmn	857689103	77,224,311	889,681	X			n/a	n/a		
TRIBUNE CO NEW	Cmn	896047107	51,673,293	1,757,595	X			n/a	n/a		
TXU CORP CMN STOCK	Cmn	873168108	872,545,846	12,965,020	X			n/a	n/a		
UNIVERSAL COMPRESSION HLDGS CMN STK	Cmn	913431102	40,725,459	561,963	X			n/a	n/a		
ADS 65 STRIKE AMER CALL 09/22/2007	Opt (Call)	018581908	206,550	153	X			n/a	n/a		
ADS 75 STRIKE AMER CALL 12/22/2007	Opt (Call)	018581908	1,725,000	3,000	X			n/a	n/a		
ANDW 10 STRIKE AMER CALL 10/20/2007	Opt (Call)	034425908	239,700	510	X			n/a	n/a		
AT 50.0 STRIKE AMER CALL 01/19/2008	Opt (Call)	020039903	232,500	125	X			n/a	n/a		
FDC 27.5 STRIKE AMER CALL 01/19/2008	Opt (Call)	319963904	224,910	378	X			n/a	n/a		
COLUMN TOTALS			2,129,987,844								

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HET 70.0 STRIKE AMER CALL 01/19/2008	Opt (Call)	413619907	259,740	148	X			n/a	n/a		
HET 85.0 STRIKE AMER CALL 01/19/2008	Opt (Call)	413619907	2,225,000	5,000	X			n/a	n/a		
AQNT 30 STRIKE AMER CALL 09/22/2007	Opt (Call)	03839G905	289,425	85	X			n/a	n/a		
AQNT 40 STRIKE AMER CALL 09/22/2007	Opt (Call)	03839G905	379,940	157	X			n/a	n/a		
AQNT 35 STRIKE AMER CALL 12/22/2007	Opt (Call)	03839G905	205,800	70	X			n/a	n/a		
SLM 50.0 STRIKE AMER CALL 07/21/2007	Opt (Call)	78442P906	233,310	303	X			n/a	n/a		
SLM 30 STRIKE AMER CALL 10/20/2007	Opt (Call)	78442P906	217,620	78	X			n/a	n/a		
STN 85 STRIKE AMER CALL 07/21/2007	Opt (Call)	857689903	381,600	1,440	X			n/a	n/a		
TXU 70.0 STRIKE AMER CALL 01/19/2008	Opt (Call)	873168908	1,792,920	29,882	X			n/a	n/a		
TXU 52.5 STRIKE AMER CALL 01/19/2008	Opt (Call)	873168908	345,780	226	X			n/a	n/a		
PENN 50.0 STRIKE AMER CALL 07/21/2007	Opt (Call)	707569909	214,165	211	X			n/a	n/a		
SLM 40.0 STRIKE AMER CALL 01/17/2009	Opt (Call)	78442P906	482,605	263	X			n/a	n/a		
CYTC 35 STRIKE AMER CALL 08/18/2007	Opt (Call)	232946903	1,636,580	1,903	X			n/a	n/a		
TXU 65.0 STRIKE AMER PUT 01/19/2008	Opt (Put)	873168958	1,961,115	20,114	X			n/a	n/a		
COLUMN TOTALS			10,625,600								
LONG MARKET VALUE			5,692,695,232								

END

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