

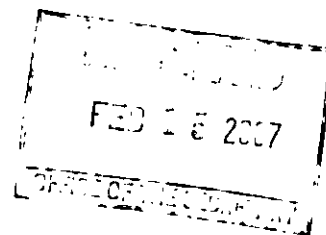
13FCON P 2/14/08

NON PUBLIC

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

FORM 13F

FORM 13F COVER PAGE



Report for the Calendar Year or Quarter Ended: **DECEMBER 31, 2006**

Check here if Amendment [];

Amendment Number: _____

This Amendment (Check only one.):

[] is a restatement.

[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name:

CITADEL LIMITED PARTNERSHIP

Address:

**131 SOUTH DEARBORN
CHICAGO, IL 60603**

13F File Number:

28-5912

PROCESSED

APR 08 2008

**THOMSON
FINANCIAL**

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:

[Signature]

CHICAGO, ILLINOIS

[City, State]

02/13/2007

[Date]

Report Type (Check only one.):

☒ **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:	21
Form 13F Information Table Value Total:	\$1,344,971 (thousands)

List of Other Included Managers:

NONE

FORM 13F

Name of Reporting Manager Citadel Limited Partnership

FORM 13F												(SEC USE ONLY)	
Page 1 of 2													
Name of Reporting Manager Citadel Limited Partnership													
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			Item 7: Managers See Instr. V	Item 8: Voting Authority (Shares)				
					(a) Sole	(b) Shared As Defined in Instr. V	(c) Shared- Other		(a) Sole	(b) Shared	(c) None		
AMERICAN PWR CNVRSON CMN STK	Com	029066107	138,261,906	4,519,840	X			n/a	X				
BANK OF NEW YORK CMN STOCK	Com	064057102	198,042,714	5,030,295	X			n/a	X				
BK 30.0 STRIKE AMER CALL 01/20/2007	Opt (Call)	064057902	306,440	326	X			n/a	n/a				
BK 30.0 STRIKE AMER CALL 04/21/2007	Opt (Call)	064057902	219,840	229	X			n/a	n/a				
BK 35.0 STRIKE AMER CALL 04/21/2007	Opt (Call)	064057902	269,000	538	X			n/a	n/a				
BMET 35.0 STRIKE AMER CALL 01/20/2007	Opt (Call)	090613900	249,600	390	X			n/a	n/a				
BIOMET INC	Com	090613100	115,393,437	2,796,061	X			n/a	X				
TD BANKNORTH INC COMMON STOCK	Com	87235A101	2,954,556	91,529	X			n/a	X				
DELTA & PINE LAND CO CMN STK	Com	247357106	48,673,242	1,203,294	X			n/a	X				
EQUITY OFFICE PROPERTIES TR CMN STOCK	Com	294741103	4,336,745	90,030	X			n/a	X				
KINDER MORGAN INC. COMMON STOCK	Com	49455P101	76,405,644	722,512	X			n/a	X				
MERCANTILE BANKSHARES CORP CMN STK	Com	587405101	28,012,518	598,686	X			n/a	X				
REDBACK NETWORKS COMMON STOCK	Com	757209507	24,780,010	993,585	X			n/a	X				
SKY FINANCIAL GROUP INC CMN STK	Com	83080P103	80,716,885	2,828,202	X			n/a	X				
SABRE HOLDINGS CORP CMN STK	Com	78590S100	97,142,840	3,046,185	X			n/a	X				
COLUMN TOTALS			815,765,377		X			n/a					

CONFIDENTIAL TREATMENT REQUESTED

END