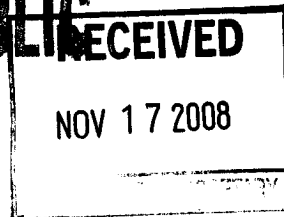


13FCOMP NON-PUBLIC

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

5/29/09



FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: **SEPTEMBER 30, 2008**

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

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:

PETER JENSON

Title:

GLOBAL CONTROLLER

Phone:

(312) 395-3889

Signature, Place, and Date of Signing:

[Signature]

CHICAGO, ILLINOIS

[City, State]

11/14/2008

[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).)

CONFIDENTIAL TREATMENT EXPIRED



09005803

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	2
Form 13F Information Table Entry Total:	13
Form 13F Information Table Value Total:	\$ 1,847,923 (thousands)

List of Other Included Managers:

NO.	FORM 13F FILE NUMBER	NAME
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1		Citadel Holdings I LP
2		Citadel Advisors LLC

FORM 13F
Name of Reporting Manager Citadel Limited Partnership

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP	Item 4: Value (In thousands)	Item 5: Shares or Puts Ant		Item 6: Put/Call	Item 7: Investment Discretion	Item 8: Other Managers	(SEC USE ONLY)	
				Sh	Prs				Item 9: Voting Authority	Item 10: None
ANHEUSER BUSCH COS INC	Com	035229103	212,718	3,278,639			Shared-defined	-	Sole	None
BARR LABORATORIES INC CMN STK	Com	068306109	176,279	2,699,522			Shared-defined	-		
CORN PRODUCTS INTL INC CMN STOCK	Com	219023108	56,626	1,754,209			Shared-defined	-		
DIEROLD INC CMN STK	Com	253651103	53,164	1,605,675			Shared-defined	-		
GENENTECH INC CMN STK	Com	368710906	63,193	712,600		Call	Shared-defined	-		
GENENTECH INC CMN STK	Com	368710406	515,850	5,816,978			Shared-defined	-		
HUNTSMAN COS/THE COMMON STOCK	Com	447011107	232,323	18,438,300			Shared-defined	-		
IMCLONE SYSTEMS INC CMN STK	Com	45245W109	114,418	1,832,455			Shared-defined	-		
INTERNATIONAL RECTIFIER COMMON NEW YORK	Com	460254105	16,643	875,000			Shared-defined	-		
LONGS DRUG STORES CORP	Com	543162101	110,873	1,465,795			Shared-defined	-		
ROHM & HAAS CO	Com	775371107	107,893	1,541,330			Shared-defined	-		
UST INC	Com	902911106	159,502	2,397,089			Shared-defined	-		
WRIGLEY WM JR CO	Com	982526105	28,441	358,203			Shared-defined	-		
COLUMN TOTALS			1,817,523							
LONG MARKET VALUE			1,817,523							