

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 20-F Form 11-K
 Form 10-Q Form N-SAR

For Period Ended: September 30, 1994

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR

For the Transition Period Ended:

OMB APPROVAL

OMB Number:
3235-0058
Expires:
June 30, 1994
Estimated
average burden
hours per
response...2.50

SEC FILE NUMBER

CUSIP NUMBER
172862 10 4

=====
Read Instruction (on back page) Before Preparing Form. Please Print or Type.

NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS
VERIFIED ANY INFORMATION CONTAINED HEREIN.

=====
If the notification relates to a portion of the filing checked above, identify
the Item(s) to which the notification relates:

PART I--REGISTRANT INFORMATION

Full Name of Registrant

Citadel Holding Corporation

Former Name if Applicable

Address of Principal Executive Office (Street and Number)

600 North Brand Boulevard

City, State and Zip Code

Glendale, California 91203

PART II--RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense
and the registrant seeks relief pursuant to Rule 12b-25(b), the following
should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form
could not be eliminated without unreasonable effort or expense;
(b) The subject annual report, semi-annual report, transition report on
Form 10-K, Form 20-F, 11-K, Form N-SAR, or portion thereof, will be
[X] filed on or before the fifteenth calendar day following the prescribed
due date; or the subject quarterly report or transition report on Form
10-Q, or portion thereof will be filed on or before the fifth calendar
day following the prescribed due date; and
(c) The accountant's statement or other exhibit required by
Rule 12b-25(c) has been attached if applicable.

PART III--NARRATIVE

State below in reasonable detail the reasons why the Form 10-K, 11-K, 10-Q,
N-SAR, or the transition report or portion thereof, could not be filed within

the prescribed time period. (ATTACH EXTRA SHEETS IF NEEDED)

SEE ATTACHED NARRATIVE

(ATTACH EXTRA SHEETS IF NEEDED)

SEC 1344 (11-91)

electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T.

EXTRA SHEET

PART III--NARRATIVE

Registrant will be unable to timely file its Quarterly Report on Form 10-Q for the quarter ended September 30, 1994 because Registrant needs time to assimilate the recently-released quarterly results for Fidelity Federal Bank, a Federal Savings Bank, ("Fidelity"). Registrant owns approximately 17% of the outstanding common stock of Fidelity. Registrant is currently incorporating such results into its 10-Q. Registrant will file its 10-Q promptly upon preparation of this additional disclosure and in no event beyond the applicable extension period.