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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)

Citadel Holding Corporation

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

172862104

(CUSIP Number)

James A. Wunderle, Chief Financial Officer, Reading Entertainment, Inc.
30 South 15th Street, Suite 1300, Philadelphia, Pennsylvania 19102
(215)569-3344

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 14, 1998

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.

Check the following box if a fee is being paid with the statement. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP NO. 172862104

PAGE 2 OF 6 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Reading Entertainment, Inc. (successor to Reading Company)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		2,113,673
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		-0-
WITH	10	SHARED DISPOSITIVE POWER
		2,113,673

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,113,673

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
31.7%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT.

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Reading Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
NUMBER OF		
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		2,113,673
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		2,113,673

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,113,673

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 31.7%

14 TYPE OF REPORTING PERSON*
 CO

*SEE INSTRUCTIONS BEFORE FILLING OUT.

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Craig Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
NUMBER OF		1,096,106
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		2,113,673
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		1,096,106
WITH	10	SHARED DISPOSITIVE POWER
		2,113,673

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,209,779

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 48.1%

14 TYPE OF REPORTING PERSON*
 CO

*SEE INSTRUCTIONS BEFORE FILLING OUT.

This jointly filed Schedule 13/D (i) is Amendment No. 31 with respect to Craig Corporation ("Craig") and it amends and supplements the Schedule 13D, dated June 4, 1987 and Amendments thereto (the "Craig Schedule 13D") filed by Craig relating to beneficial holdings of shares of Common Stock of Citadel Holding Corporation ("Citadel"); and (ii) is Amendment No. 5 with respect to Reading Entertainment, Inc. ("Reading") and Reading Holdings, Inc. ("Holdings") and it amends and supplements the Schedule 13D, dated March 28, 1996 and the Amendments thereto (the "Reading Schedule 13D") filed by Reading and Holdings relating to beneficial holdings of shares of Common Stock of Citadel. Craig, Reading and Holdings are collectively referred to herein as "Filers". All capitalized terms used herein and not otherwise defined shall have the respective meanings assigned to such terms in the Craig or Reading Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

The purchase price for the securities (\$2,128,150) was funded from working capital.

Item 4. Purpose of Transaction

The purchase described herein have increased the beneficial interest of Craig and Reading in the Common Stock of the Issuer by 549,200 shares, or approximately 8.2%. As a consequence of this purchase, Craig now beneficially owns Common Stock of the Issuer representing approximately 48.1% and Reading, through Holdings, now beneficially owns Common Stock of the Issuer representing approximately 31.7% of such outstanding Common Stock.

At the present time, there is a significant amount of overlap between the officers and directors of Craig, Reading and the Issuer. Mr. James J. Cotter is the Chairman of the Board and Mr. S. Craig Tompkins is the Vice Chairman of the Board of each of these three companies. Mr. Tompkins also serves as the President of Craig and as the Principal Accounting Officer and Treasurer of Citadel. The President of Citadel, Steve Wesson, is an officer of a Reading subsidiary. The Issuer currently sublets all of its office space from Craig, is a party to a management services agreement with Craig and Reading which allows for the sharing of certain executive and administrative services between the three companies. In addition, the Issuer owns 70,000 shares of Class A Convertible Preferred Stock of Reading, holds certain rights to put its assets to Reading in exchange for Reading common stock, and performs various real estate consulting services for Reading. Craig also owns Reading common and preferred stock representing approximately 78% of the voting power of Reading.

Given the scope and extent of their interest in the Issuer, Filers intend to be actively involved in the direction of the business and affairs of the Issuer. Although no assurances can be given, Filers may in the future consider one or more transactions with the Issuer including, without limitation, a merger or consolidation of the Issuer with or the conveyance of all or some portion of the assets of the Issuer to an affiliate of Craig and/or Reading.

Due to overlap between the executives and directors of Craig, Reading and Citadel, it is likely that certain of these overlapping officers and/or directors will be directly involved, in their capacities as officers and/or directors of the Issuer, in the development of the Issuer's business plan and with respect to decisions involving the utilization of the Issuer's assets. Filers do not regard themselves as having any responsibility to make disclosures on Schedule 13D with respect to the activities of these individuals in their capacities as officers and/or directors of the Issuer and presently intend only to make disclosures on Schedule 13D where a specific plan or proposal with respect to the Issuer has been presented to and adopted by the Craig and/or Reading Board of Directors and disclosure is, accordingly, required under Schedule 13D.

Filers may acquire from time to time further Common Stock in the market, depending upon price, market conditions, evaluation of alternative uses for its working capital, tax considerations and other conditions.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended to add the following:

On September 14, 1998, Reading Holdings, Inc., acquired, in a privately negotiated transaction, 549,200 shares of the common stock of Citadel Holding Corporation, at a price per share of \$3.875, for an aggregate purchase price of \$2,128,150.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 16, 1998

READING ENTERTAINMENT, INC.
a Delaware corporation

By: /s/ James A. Wunderle

James A. Wunderle
Chief Financial Officer

Dated: September 16, 1998

READING HOLDINGS, INC.
a Delaware corporation

By: /s/ James A. Wunderle

James A. Wunderle
Vice President