

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **1999-07-27** | Period of Report: **1999-06-30**
SEC Accession No. **0000351607-99-000004**

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FILER

CHESAPEAKE CAPITAL MANAGEMENT INC

CIK: **351607** | IRS No.: **521208232** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-03829** | Film No.: **99670897**

Mailing Address
36 SOUTH CHARLES ST
SUITE 1903
BALTIMORE MD 21201

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BALTIMORE MD 21201
4108376767

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 1999

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: Chesapeake Capital Management, Inc.
Address: 36 South Charles Street
Suite 1903
Baltimore, MD 21201

13F File Number: 28-1223

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: Richard L. Dunn
Title: Executive Vice President
Phone: 410-837-6767
Signature, Place, and Date of Signing:

Richard L. Dunn Baltimore, Maryland July 27, 1999

Report Type (Check only one.):

[x] 13F Holdings Report.
[] 13F Notice.
[] 13F Combination Report.

List of Other Managers Reporting for this Manager:
None.

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934. Richard L. Dunn

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 67
Form 13F Information Table Value Total: \$384,525,000.

List of Other Included Managers: None.

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE							VOTING AUTHORITY		
			VALUE (\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	OTHER MANAGERS	SOLE	SHARED	NONE	
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Abbott Labs	COM	002824100	10482	231000	SH	SOLE	225000	6000
Allied Signal, Inc.	COM	019512102	6300	100000	SH	SOLE	100000	
Allstate Corporation	COM	020002101	4599	128200	SH	SOLE	122400	5800
American International Group	COM	026874107	14490	123580	SH	SOLE	115000	8580
Automatic Data Processing	COM	053015103	730	16600	SH	SOLE		16600
Avery Dennison Corporation	COM	053611109	5011	83000	SH	SOLE	80000	3000
Banc One Corporation	COM	059438101	11838	198751	SH	SOLE	177918	20833
BankAmerica/Nationsbank	COM	06605F102	2932	39999	SH	SOLE	39999	
Becton Dickinson & Co.	COM	075887109	3961	132050	SH	SOLE	120000	12050
CBS Corporation	COM	12490K107	4356	100000	SH	SOLE	100000	
CVS Corporation	COM	126650100	203	4000	SH	SOLE		4000
Carnival Cruise A	COM	143658102	12171	250950	SH	SOLE	240000	10950
Chase Manhattan Corp.	COM	163722101	12811	148100	SH	SOLE	140000	8100
Clear Channel Communications	COM	184502102	4271	61950	SH	SOLE	50000	11950
Coca-Cola Co.	COM	191216100	6541	105500	SH	SOLE	95000	10500
Colgate Palmolive	COM	194162103	737	7486	SH	SOLE		7486
Diebold	COM	253651103	719	25000	SH	SOLE	25000	
Ecolab Inc.	COM	278865100	454	10400	SH	SOLE		10400
Eli Lilly & Company	COM	532457108	6203	86600	SH	SOLE	80000	6600
Emerson Electric	COM	291011104	6772	107600	SH	SOLE	100000	7600
Everest Reinsurance	COM	74435W109	4894	150000	SH	SOLE	150000	
Federal National Mortgage Asso	COM	313586109	14087	206400	SH	SOLE	190000	16400
First Data Corporation	COM	319963104	2496	51000	SH	SOLE	50000	1000
Franklin Resources	COM	354613101	3656	90000	SH	SOLE	90000	
Freddie Mac	COM	313400301	6339	109300	SH	SOLE	100000	9300
General Electric Company	COM	369604103	18851	166820	SH	SOLE	155000	11820
General Growth Properties	COM	370021107	288	8100	SH	SOLE		8100
Gillette Company	COM	375766102	8954	218390	SH	SOLE	195000	23390
Gulfstream Aerospace Corporati	COM	402734107	8925	132100	SH	SOLE	125000	7100
Halliburton Co.	COM	406216101	4095	90500	SH	SOLE	90000	500
Harley Davidson	COM	412822108	3684	67750	SH	SOLE	60000	7750
Hartford Life Inc. Class A com	COM	416592103	6089	115700	SH	SOLE	100000	15700
Home Depot, Inc.	COM	437076102	627	9736	SH	SOLE		9736
Honeywell, Inc.	COM	438506107	7184	62000	SH	SOLE	60000	2000
Intel Corp.	COM	458140100	625	10500	SH	SOLE		10500
International Business Machine	COM	459200101	5677	43925	SH	SOLE	40000	3925
Johnson & Johnson	COM	478160104	14372	146650	SH	SOLE	130000	16650
Kimberly Clark	COM	494368103	228	4000	SH	SOLE		4000
Lauder, Estee Cos., Inc.,A.	COM	518439104	10246	204400	SH	SOLE	188000	16400
Lowes Companies Inc.	COM	548661107	3401	60000	SH	SOLE	60000	
Lucent Technologies, Inc.	COM	549463107	506	7500	SH	SOLE		7500
MCI WorldCom Inc.	COM	98155K102	11489	133500	SH	SOLE	120000	13500
Medtronic Inc.	COM	585055106	678	8700	SH	SOLE		8700
Merck & Co., Inc.	COM	589331107	398	5400	SH	SOLE		5400
Microsoft Corporation	COM	594918104	471	5225	SH	SOLE		5225
Omnicom Group	COM	681919106	14128	176600	SH	SOLE	160000	16600
Penney (J.C.)	COM	708160106	276	5678	SH	SOLE		5678
Pepsico	COM	713448108	5367	138722	SH	SOLE	120000	18722
Philip Morris	COM	718154107	7366	183300	SH	SOLE	180000	3300
Pitney-Bowes	COM	724479100	806	12550	SH	SOLE		12550
Procter & Gamble Co.	COM	742718109	10112	113300	SH	SOLE	100000	13300
Raychem	COM	754603108	1850	50000	SH	SOLE	50000	
Rite Aid Corporation	COM	767754104	7935	322250	SH	SOLE	310850	11400
Royal Caribbean Cruise Lines	COM	V7780T103	10281	235000	SH	SOLE	230000	5000
SBC Communications, Inc.	COM	845333103	754	13000	SH	SOLE		13000
Schering-Plough Corporation	COM	806605101	17826	339550	SH	SOLE	310000	29550
Schlumberger, Ltd.	COM	806857108	245	3848	SH	SOLE		3848
Service Master Inc.	COM	81760N109	2852	152100	SH	SOLE	127500	24600
Starwood Hotels & Resorts Worl	COM	85590A203	1528	50000	SH	SOLE	50000	
Textron	COM	883203101	4116	50000	SH	SOLE	50000	
Tyco Intl., Ltd.	COM	902120104	10167	107300	SH	SOLE	90000	17300
United Rentals Inc.	COM	911363109	3024	102500	SH	SOLE	91300	11200
Vodafone Group, PLC ADR	COM	92857T107	335	1700	SH	SOLE		1700
Warner Lambert Company	COM	934488107	16002	231500	SH	SOLE	220000	11500
Wells Fargo & Company	COM	949740104	5720	133800	SH	SOLE	120000	13800
XL Capital Ltd Class A	COM	301616108	9779	173077	SH	SOLE	162177	10900
Lauder, Estee Cos. Inc. Cvt. T	PFD CV	518437207	216	2500	SH	SOLE		2500

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