

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

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FILER

GENEVA CAPITAL MANAGEMENT LTD/WI

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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

Institutional Investment Manager Filing This Report:

Name: Geneva Capital Management Ltd.
Address: 250 E. Wisconsin Avenue
Suite 1050
Milwaukee, WI 53202

13F File Number:

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: Amy S. Croen
Title: Executive Vice President
Principal
Phone: 414-224-6002
Signature, Place, and Date of Signing:

Amy S. Croen Milwaukee, Wisconsin July 27, 1999

Report Type (Check only one.):

13F HOLDINGS REPORT.
 13F NOTICE.
 13F COMBINATION REPORT.

List of Other Managers Reporting for the Manager:

NONE

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 59
Form 13F Information Table Value Total: \$362,146

List of Other Included Managers:

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE						VOTING AUTHORITY		
			VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS	SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Abbott Labs	COM	002824100	3633	80061	SH		SOLE		30175		50086
Acxiom Corp.	COM	005125109	5933	237909	SH		SOLE		39759		198150
Ameritech	COM	030954101	1083	14737	SH		SOLE		3780		10957
Aon Corp.	COM	037389103	2519	61061	SH		SOLE		20488		40910
Biogen	COM	090597105	11175	173754	SH		SOLE		42474		131280
Cardinal Health Inc.	COM	14149Y108	8117	126580	SH		SOLE		28610		98270
Central Parking	COM	154785109	4166	121635	SH		SOLE		17885		103750
Chevron Corp.	COM	166751107	471	4950	SH		SOLE		1800		3150
Cintas Corp.	COM	172908105	7301	108670	SH		SOLE		24800		83870
Cisco Systems	COM	17275R102	14692	228008	SH		SOLE		53788		174620
Citrix Systems Inc.	COM	177376100	3493	61830	SH		SOLE		8230		53600
Comverse Technologies	COM	205862402	13548	179441	SH		SOLE		40310		139481
Concord EFS	COM	206197105	8647	204370	SH		SOLE		35500		168870
DEVRY Inc.	COM	251893103	2499	111680	SH		SOLE		14880		96800

Dionex Corp.	COM	254546104	4306	106309	SH	SOLE	9629	96680
Ecolab, Inc.	COM	278865100	7916	181456	SH	SOLE	33696	148100
Electronic Arts Inc.	COM	285512109	3267	60225	SH	SOLE	5925	54300
Emerson Electric	COM	291011104	2266	36009	SH	SOLE	11290	24919
FIserv Inc.	COM	337738108	9209	294091	SH	SOLE	65169	229672
Fastenal Co.	COM	311900104	7562	144211	SH	SOLE	27661	116900
Fifth Third Bancorp	COM	316773100	9154	137532	SH	SOLE	30601	107268
General Electric	COM	369604103	4585	40576	SH	SOLE	14525	26251
Hannafoord Brothers & Co.	COM	410550107	1895	35420	SH	SOLE	3980	31440
Harley Davidson	COM	412822108	9634	177185	SH	SOLE	41750	135435
Hewlett Packard	COM	428236103	1887	18775	SH	SOLE	6300	12475
Home Depot Inc.	COM	437076102	12527	194409	SH	SOLE	45140	149619
Incyte Pharmaceuticals	COM	45337C102	270	10218	SH	SOLE	4518	5700
Ingersoll-Rand	COM	456866102	3772	58361	SH	SOLE	9600	48761
Intel Corp.	COM	458140100	9601	161355	SH	SOLE	37700	123955
Interim Services	COM	45868P100	5323	258065	SH	SOLE	47115	211250
Johnson & Johnson	COM	478160104	2072	21147	SH	SOLE	5900	15247
Kaydon Corp.	COM	486587108	6310	187664	SH	SOLE	40449	147615
Keane Inc.	COM	486665102	3706	163790	SH	SOLE	34840	129250
Knight Transportation	COM	499064103	6595	308555	SH	SOLE	66605	241950
Kohls Corp.	COM	500255104	14053	182805	SH	SOLE	42190	140915
Legato Systems, Inc.	COM	524651106	5304	91847	SH	SOLE	13247	78600
MBIA Inc.	COM	55262C100	6911	106740	SH	SOLE	22010	84730
Marshall & Ilsley	COM	571834100	8589	133426	SH	SOLE	23802	109624
Merck & Co.	COM	589331107	2226	30230	SH	SOLE	10450	19780
Metro Info. Systems	COM	59162P104	2736	164577	SH	SOLE	28497	136080
Microsoft Corp.	COM	594918104	10649	118072	SH	SOLE	29810	88512
Midwest Express	COM	597911106	2091	61499	SH	SOLE	3499	58000
Newell Rubbermaid Inc.	COM	651192106	8653	186586	SH	SOLE	36675	150311
O'Reilly Auto Parts	COM	686091109	11048	219324	SH	SOLE	47579	171945
Omnicom Group Inc.	COM	681919106	9215	115186	SH	SOLE	21021	94365
Patterson Dental Co.	COM	703412106	7376	212264	SH	SOLE	36814	175775
Paychex, Inc	COM	704326107	7085	222278	SH	SOLE	48536	174247
Procter & Gamble	COM	742718109	2210	24766	SH	SOLE	8730	16036
Regal Beloit	COM	758750103	2953	124992	SH	SOLE	14012	110980
Schlumberger	COM	806857108	2046	32130	SH	SOLE	12300	19830
Snap-On Inc.	COM	833034101	3317	91673	SH	SOLE	6373	85300
Southwest Airlines	COM	844741108	7424	238530	SH	SOLE	49430	189540
Staples Inc.	COM	855030102	6239	201660	SH	SOLE	38560	163400
Starbucks	COM	855244109	10605	282324	SH	SOLE	63174	219550
SunGard Data Sys.	COM	867363103	9037	261944	SH	SOLE	56444	206100
Valspar Corp.	COM	920355104	7679	202071	SH	SOLE	42896	159475
Walgreen Co.	COM	931422109	10731	365295	SH	SOLE	91800	274195
Wells Fargo Corp.	COM	949746101	2952	69043	SH	SOLE	21150	47893
Zebra Technologies	COM	989207105	1882	48969	SH	SOLE	3419	45550

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