

# SECURITIES AND EXCHANGE COMMISSION

## FORM 13F-HR/A

Initial quarterly Form 13F holdings report filed by institutional managers [amend]

Filing Date: **1999-07-27** | Period of Report: **1999-06-30**

SEC Accession No. **0000950124-99-004270**

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### FILER

#### CITIZENS BANKING CORP

CIK: **351077** | IRS No.: **382378932** | State of Incorporation: **MI** | Fiscal Year End: **1231**

Type: **13F-HR/A** | Act: **34** | File No.: **028-03737** | Film No.: **99670764**

SIC: **6021** National commercial banks

#### Mailing Address

*1 CITIZENS BANKING  
CENTER  
328 SOUTH SAGINAW  
STREET  
FLINT MI 48502*

#### Business Address

*ONE CITIZENS BANKING CTR  
328 SOUTH SAGINAW  
STREET  
FLINT MI 48502  
8107667500*

OMB APPROVAL

OMB Number: 3232-0006
Expires: February 28, 1997
Estimated average burden
hours per response...24.60

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

SEC USE ONLY

FORM 13F

INFORMATION REQUIRED OF INSTITUTIONAL INVESTMENT MANAGERS PURSUANT
TO SECTION 13(f) OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULES THEREUNDER

Report for the Calendar Year or Quarter Ended 6-30, 1999
(Please read instructions before preparing form.)

If amended report check here: [X]

CITIZENS BANK

Name of Institutional Investment Manager

328 S. SAGINAW ST. FLINT MI 48502
Business Address (Street) (City) (State) (Zip)

JOYCE L. LEHMAN, TRUST COMPLIANCE OFFICER 810-766-7761

Name, Phone No., and Title of Person Duly Authorized to Submit This Report.

ATTENTION
INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE
FEDERAL CRIMINAL VIOLATIONS.
SEE 18 U.S.C. 1001 AND 15 U.S.C. 78FF(A).

The institutional investment manager submitting this Form and its
attachments and the person by whom it is signed represent hereby that all
information contained therein is true, correct and complete. It is understood
that all required items, statements and schedules are considered integral parts
of this Form and that the submission of any amendment represents that all
unamended items, statements and schedules remain true, correct and complete as
previously submitted. Pursuant to the requirements of Securities Exchange Act of
1934, the undersigned institutional investment manager has caused

this report to be signed on its behalf in the City of FLINT and State of
MI on the 16 day of July, 1999

CITIZENS BANK
(Name of Institutional Investment Manager)
/s/JOYCE L. LEYMAN
(Manual Signature of Person Duly Authorized
to Submit This Report)

Name and 13F file numbers of ALL Institutional Investment Managers with respect
to which this schedule is filled (other than the one filing this report): (List
in alphabetical order).

13F File Numbers will be assigned to Institutional Investment Managers after
they file their first report.

Table with 4 columns: Name, 13F File No., Name, 13F File No. Rows 1-3 with dashed lines for input.

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(SEC 1685 5/91)

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(SEC USE ONLY)

Page \_\_\_\_\_ of \_\_\_\_\_ Name of Reporting Manager \_\_\_\_\_

Item 1: Name of Issuer	Item 2: Title of Class	Item 3: CUSIP Number	Item 4: Fair Market Value	Item 5: Shares of Principal			Item 6: Investment Discretion			Item 7: Managers See Instr. V	Item 8 Voting Authority (Shares)		
				Amount	(a) Sole	(b) Shared- As Defined in Instr. V	(c) Shared- Other	(a) Sole	(b) Shared		(c) None		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	

COLUMN TOTALS

SEC 1685 (5/91)

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AS OF 07/13/99

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE			
<S> AFLAC CORP	<C> COMMON STOCK (FORMERLYAMERICANFAMILY CORP)	<C> 001055102	<C> 2697909	<C> 57864	<C> XX	<C> XX	<C> 57864	<C>	<C>	<C>
		001055102	122391	2625		XX	2050	575		
AMR CORP	COMMON STOCK	001765106	579125	8200		XX	8200			
A T & T CORP	COMMON STOCK	001957109	2435387	42586		XX	42399	187		
		001957109	6071425	106167		XX	33593	69015	3559	
		001957109	39459	690		XX XX	390		300	
ABBOTT LABS	COMMON STOCK	002824100	3868636	91701		XX	91701			
		002824100	2380978	56438		XX	47938	2800	5700	

AIMCO RESOURCE INC	(15.6--6 OWNERSHIP)	008999997	120009	36700	XX	36700
AIR PROD & CHEM INC	COMMON STOCK	009158106	718100	16700	XX	16700
		009158106	65790	1530	XX	1530
AIRTOUCH COMMUNICATIONS INC	COMMON STOCK	00949T100	1937580	18024	XX	17784 240
ALLIED SIGNAL INC	COMMON STOCK	019512102	117015	1778	XX	1778
		019512102	371972	5652	XX	5252 400
ALLSTATE CORP	COMMON STOCK	020002101	427974	11470	XX	11470
		020002101	142758	3826	XX	1856 926 1044
COLUMN TOTALS			22096508			

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C)
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
AMERICAN EXPRESS CO	COMMON STOCK	025816109	691931	5183	XX		5033 150
		025816109	858405	6430	XX		1430 5000
		025816109	26700	200	XX XX		200
AMERICAN HOME PRODUCTS CORP	COMMON STOCK	026609107	3488294	62923	XX		61873 1050
		026609107	4833817	87194	XX		40994 44200 2000
AMERICAN INTL GROUP INC	COMMON STOCK	026874107	7111902	59235	XX		59235
		026874107	1341098	11170	XX		10945 225
AMERITECH CORP NEW	COMMON STOCK	030954101	4036077	56008	XX		55408 600
		030954101	5246871	72810	XX		15194 55584 2032
ANHEUSER BUSCH COS INC	COMMON STOCK	035229103	14900	200	XX		200
		035229103	312900	4200	XX		4200
AON CORP	COMMON STOCK	037389103	288023	6787	XX		6787
		037389103	343574	8096	XX		8096
ARCHER DANIELS MIDLAND CO	COMMON STOCK	039483102	146709	9740	XX		9740
		039483102	300572	19955	XX		19955
ASHLAND INC	COMMON STOCK	044204105	25688	600	XX		600
COLUMN TOTALS			29067461				

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AS OF 07/13/99

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C)
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
ASSOCIATES FIRST CAPITAL CORP	CL A COMMON STOCK	046008108	260501	6184	XX		4800 6184

ATLANTIC RICHFIELD CO	COMMON STOCK	046008108	475970	11299		XX	4683		6616
		048825103	413218	4689		XX	4689		
		048825103	1864989	21163		XX	8363	10800	2000
AUTOMATIC DATA PROCESSING INC	COMMON STOCK	053015103	1006294	23100		XX	23100		
		053015103	662150	15200		XX	14800	400	
BP AMOCO PLC	SPONSORED	055622104	5733697	50213		XX	49155		1058
	ADR								
		055622104	1864568	16329		XX	14724	1605	
		055622104	16557	145		XX XX	145		
BANK OF AMERICA CORP	COMMON STOCK	060505104	184313	2474		XX	2474		
		060505104	596298	8004		XX	8004		
BANK ONE CORP	COMMON STOCK	06423A103	10456967	175012		XX	175012		
		06423A103	2825100	47282		XX	42282	5000	
BANK ONE CORP	PFD PUR UNIT	06423A707	5063	200		XX	200		
	7 .50%								
		06423A707	318938	12600		XX	600	10000	2000
COLUMN TOTALS			26890123						

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C> <C>	<C> <C>	<C> <C> <C>
BANKAMERICA CORP	COMMON STOCK NEW	06605F102	775853	11316		XX	11316
BAXTER INTL INC	COMMON STOCK	071813109	109575	1800		XX	1800
		071813109	374320	6149		XX	1049 5100
BELL ATLANTIC CORP	COMMON STOCK	077853109	2311747	36951		XX	36951
		077853109	5700507	91117		XX	24051 64682 2384
BELLSOUTH CORP	COMMON STOCK	079860102	2447344	53714		XX	53714
		079860102	5249757	115221		XX	30865 83280 1076
BESTFOODS INC	COMMON STOCK		366102	7568		XX	7568
		08658U101	187018	3866		XX	3066 800
BLACK & DECKER	COMMON STOCK	091797100	1620838	26874		XX	26874
		091797100	9650	160		XX	160
BOEING	COMMON STOCK	097023105	201868	4530		XX	4530
		097023105	2382088	53455		XX	23710 29225 520
BRISTOL MYERS SQUIBB	COMMON STOCK	110122108	3130240	42880		XX	42480 400
		110122108	4888664	66968		XX	43600 20968 2400
BURLINGTON NORTHN SANTA FE CORP	COMMON STOCK	12189T104	181172	5695		XX	5695
COLUMN TOTALS			29936743				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION			ITEM 7: MANAGERS			ITEM 8: VOTING AUTHORITY		
					(A)	(B)	(C)	(A)	(B)	(C)	(A)	(B)	(C)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
		12189T104	126646	3981			XX					3981	
CMS ENERGY CORP	COMMON STOCK	125896100	199706	4931			XX					4831	100
		125896100	359478	8876			XX					7388	1288
		125896100	4050	100			XX	XX				100	
CSX CORP	COMMON STOCK	126408103	35154	756			XX					756	
		126408103	354470	7623			XX					6623	1000
CAROLINA PWR & LT CO	COMMON STOCK	144141108	102826	2423			XX					2298	
		144141108	305550	7200			XX					6200	
CATERPILLAR TRACTOR CO	COMMON STOCK	149123101	337388	5514			XX					5514	
		149123101	97533	1594			XX					1194	400
CHASE MANHATTAN CORP NEW	COMMON STOCK	16161A108	38334	450			XX					450	
		16161A108	170375	2000			XX					2000	
CHEVRON CORP	COMMON STOCK	166751107	1585370	16302			XX					16302	
		166751107	965498	9928			XX					9388	540
		166751107	19450	200			XX	XX					200
CISCO SYS INC	COMMON STOCK	17275R102	3383773	50457			XX					50457	
COLUMN TOTALS			8085601										

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION			ITEM 7: MANAGERS			ITEM 8: VOTING AUTHORITY		
					(A)	(B)	(C)	(A)	(B)	(C)	(A)	(B)	(C)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
		17275R102	1236230	18434			XX					15434	400
		17275R102	18778	280			XX	XX				280	
CITIGROUP INC	COMMON STOCK	172967101	66115	1351			XX					1351	
		172967101	524219	10712			XX					10712	
CITIZENS BKG CORP	MI COMMON STOCK	174420109	27920392	926818			XX					881840	450
		174420109	16566732	549933			XX					413077	71690
		174420109	285736	9485			XX	XX				1485	8000
COCA-COLA CO	DELAWARE COMMON STOCK	191216100	1465793	23038			XX					22838	200
		191216100	1537944	24172			XX					23972	
		191216100	25450	400			XX	XX					400
COLGATE PALMOLIVE CO	COMMON STOCK	194162103	551600	11200			XX					11200	
		194162103	241522	4904			XX					4904	

COMERICA INC	COMMON STOCK	200340107	885720	14762	XX	14762	
		200340107	1126920	18782	XX	16727	2055
COMMERCIAL NATL FINL CORP	COMMON STOCK	202216107	419638	11380	XX	6952	4428
		202216107	547889	14858	XX		14858
COLUMN TOTALS			53420678				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
COMMUNITY BANCORP INC	COMMON STOCK	203992995	588000	3675		XX	3675
COMPAQ COMPUTER CORP	COMMON STOCK	204493100	288231	10775		XX	10775
		204493100	144985	5420		XX	5420
		204493100	10700	400		XX XX	400
CONSOLIDATED EDISON INC	COMMON STOCK	209115104	71710	1598		XX	1598
		209115104	144677	3224		XX	2524 700
COOPER INDUSTRIES INC	COMMON STOCK	216669101	278744	5150		XX	5150
		216669101	221913	4100		XX	4100
DTE ENERGY COMPANY	COMMON STOCK	233331107	174023	4238		XX	4182 56
		233331107	1350053	32878		XX	16890 10500 5488
DAYTON HUDSON CORP	COMMON STOCK	239753106	3837014	52970		XX	52970
		239753106	1760593	24305		XX	22705 1600
DELPHI AUTOMOTIVE SYS CORP	COMMON STOCK	247126105	600376	31703		XX	31083 620
		247126105	3385665	178781		XX	28957 141182 8642
		247126105	10567	558		XX XX	419 139
DENNOS FURNITURE INC	COMMON STOCK	247999105	223088	7996		XX	7996
COLUMN TOTALS			13090339				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
DISNEY WALT CO	COMMON STOCK	254687106	1703993	61683		XX	61683
		254687106	689520	24960		XX	24960
		254687106	16575	600		XX XX	600
DOLLAR GENERAL CORP	COMMON STOCK	256669102	538805	17775		XX	17775
DOMINION RESOURCES INC	COMMON STOCK	257470104	13181	300		XX	300
		257470104	237175	5398		XX	4699 300 399

DOW CHEMICAL CO	COMMON STOCK	260543103	1745795	13151	XX	13051	100
		260543103	20325220	153109	XX	149943	214 2952
		260543103	26550	200	XX XX		200
DU PONT E I DE NEMOURS & CO	COMMON STOCK	263534109	1044989	14577	XX	14577	
		263534109	1431599	19970	XX	16770	3200
		263534109	47314	660	XX XX	260	400
DUFF & PHELPS UTILS INCOME INC	FORMERLY SELECTED UTILS IN COMMON STOCK	264324104	4267	404	XX	404	
		264324104	112026	10606	XX	606	10000
EASTMAN KODAK CO	COMMON STOCK	277461109	375896	5285	XX	5135	150
		277461109	1273066	17899	XX	12124	5775
COLUMN TOTALS			29585971				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
		277461109	14225	200	XX XX		200
EDISON INTL	COMMON STOCK	281020107	74550	2800	XX		2800
		281020107	462636	17376	XX		17376
ELECTRONIC DATA SYSTEMS CORP	NEW COMMON STOCK (FORMERLYGM CL E)	285661104	583048	9404	XX		9404
		285661104	14327332	231086	XX		8794 214640 7652
		285661104	31000	500	XX XX		500
EMERSON ELECTRIC CO	COMMON STOCK	291011104	31841631	49955	XX		49955
		291011104	708581	11115	XX		8515 2600
ENRON CORP	COMMON STOCK	293561106	241850	2800	XX		2800
		293561106	721231	8350	XX		5500 1000 1850
EQUITY INCOME FD	UNIT SER AT&T SHS	294700703	256562	1221	XX		1221
EXXON CORP	COMMON STOCK	302290101	9312696	117233	XX		116608 625
		302290101	9050394	113931	XX		99809 9822 4300
		302290101	79438	1000	XX XX		600 400
FPL GROUP INC	COMMON STOCK	302571104	178624	3270	XX		3270
		302571104	344138	6300	XX		6300
COLUMN TOTALS			39570937				

</TABLE>

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION			ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY		
					(A)	(B)	(C)		SOLE	SHARED	NONE
<S> FNMA	<C> COMMON STOCK	<C> 313586109	<C> 1256980	<C> 18485	<C>	<C>	<C>	<C>	<C>	<C>	<C>
		313586109	472804	6953			XX	4500	1653	800	
FENTURA BANCORP INC	COMMON STOCK	314645102	891938	16750			XX	16750			
		314645102	1101636	20688			XX	9430		11258	
FIRST DATA CORP	COMMON STOCK	319963104	910350	18207			XX	18207			
		319963104	35600	712			XX	712			
FIRST UNION CORP	COMMON STOCK	337358105	1812179	38557			XX	38557			
		337358105	438040	9320			XX	7220	900	1200	
FIRSTENERGY CORP	COMMON STOCK	337932107	18044	588			XX	588			
		337932107	209565	6829			XX	4829		2000	
FLA PROGRESS CO	COMMON STOCK	341109106	688894	16650			XX	1650	15000		
FORD MOTOR CO	COMMON STOCK	345370100	995568	17778			XX	17778			
		345370100	1309280	23380			XX	10684		12696	
FORTUNE BRANDS INC	COMMON STOCK	349631101	131600	3200			XX	3200			
		349631101	252179	6132			XX	6132			
GTE CORP	COMMON STOCK	362320103	2709501	37053			XX	37053			
COLUMN TOTALS			13234158								

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION			ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY		
					(A)	(B)	(C)		SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
		362320103	1912438	26153			XX	22007	700	3446	
GANNETT INC	COMMON STOCK	364730101	609219	8528			XX	8528			
		364730101	156591	2192			XX	2192			
GENERAL ELECTRIC CO	COMMON STOCK	369604103	24113227	205876			XX	204160	200	1516	
		369604103	17953974	153289			XX	99693	48296	5300	
		369604103	63833	545			XX XX	145		400	
GENERAL HOUSING CORP	CL A COMMON STOCK VOTING	369777776	3136400	7841			XX	7841			
GENERAL MILLS INC	COMMON STOCK	370334104	792859	9625			XX	9500	125		
		370334104	568388	6900			XX	5200	1700		

GENERAL MOTORS CORP	COMMON STOCK	370442105	3120042	47184	XX	46296	888
		370442105	16921321	255899	XX	40992 202540	12367
		370442105	52900	800	XX XX	600	200
GENERAL MOTORS CORP	CL H NEW	370442832	53243	916	XX	874	42
		370442832	3329981	57290	XX	1592 53710	1988
GILLETTE CO	COMMON STOCK	375766102	1293707	29999	XX	29999	
		375766102	73097	1695	XX	1695	
COLUMN TOTALS			74151220				

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AT 7:55 AM FORM 13F AS OF 07/13/99

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
GOODYEAR TIRE & RUBBER CO	COMMON STOCK	382550101	100631	1752	XX		1752
		382550101	182938	3185	XX		3185
HERCULES INC	COMMON STOCK	427056106	1303313	33100	XX		33100
		427056106	9056	230	XX		230
HEWLETT PACKARD	COMMON STOCK	428236103	3135759	29392	XX		29392
		428236103	1008197	9450	XX		8350 500 600
HOME DEPOT INC	COMMON STOCK	437076102	3873131	58851	XX		58551 300
		437076102	1005878	15284	XX		14834 450
HONEYWELL INC	COMMON STOCK	138506107	500246	4130	XX		4130
		438506107	26648	220	XX		220
HOOPER HILL FARMS, INC	COMMON STOCK	438888885	254913	429	XX		429
HUNTINGTON BANCSHARES	COMMON STOCK	446150104	894864	25119	XX		25119
		446150104	42643	1197	XX		1197
IMC MORTGAGE CO	COMMON STOCK	449923101	1100	10000	XX		10000
IMS HEALTH INC	COMMON STOCK	449934108	1040654	34473	XX		34273 200
		449934108	183963	6094	XX		6094
COLUMN TOTALS			13563934				

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RUN 07/13/99 CITIZENS BANK PAGE 13  
AT 7:55 AM FORM 13F AS OF 07/13/99

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
INDUSTRIAL STL	COMMON STOCK	4563459A7	480000	12000	XX		12000

INTEL CORP	COMMON STOCK	458140100	9232865	139364	XX		138996	368
		458140100	3335224	50343		XX	44025	718 5600
IBM CORP	COMMON STOCK	459200101	4472930	32560	XX		32360	200
		459200101	5376858	39140		XX	11540	25600 2000
		459200101	109900	800	XX	XX		800
JOHNSON & JOHNSON	COMMON STOCK	478160104	4198412	43705	XX		43505	200
		478160104	1490410	15515		XX	13715	1300 500
		478160104	38425	400	XX	XX		400
K MART CORP F/S S KRESGE CO	COMMON STOCK	482584109	46083	2825	XX		2825	
		482584109	208343	12772		XX	11572	1200
KELLOGG CO	COMMON STOCK	487836108	345054	10536	XX		10536	
		487836108	426241	13015		XX	13015	
KEYCORP NEW	COMMON STOCK	493267108	323973	9836	XX		9836	
		493267108	19499	592		XX	200	392
KIMBERLY CLARK CORP	COMMON STOCK	494368103	2124446	38936	XX		38936	
COLUMN TOTALS			32228663					

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6 INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE		
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C>	<C>	<C>
		494368103	492154	9020		XX	7020	600	1400
KROGER CO	COMMON STOCK	501044101	261108	8740		XX	8740		
LAKE PAINTING INC	CLOSELY HELD	511111114	1428000	84000		XX	84000		
LILLY ELI & CC	COMMON STOCK	532457108	68540	920		XX	900		20
		532457108	1067138	14324		XX	4324	10000	
LOCKHEED MARTIN CORP	COMMON STOCK	539830109	212192	5584		XX	5584		
		539830109	618564	16278		XX	9758	6520	
LUCENT TECHNOLOGIES INC	COMMON STOCK	549463107	7107713	98804		XX	98230	160	414
		549463107	8182171	113740		XX	47656	62560	3524
		549463107	60140	836		XX XX	336		500
LUF T FARMS INC	CLOSELY HELD	549777779	426484	301		XX	301		
	COMMON STOCK								
MCI WORLDCOM INC	COMMON STOCK	55268B106	1764334	19727		XX	19727		
		55268B106	225830	2525		XX	2525		
MACDONALD BROADCASTING CO	CLOSELY HELD	554444448	276268	1614		XX	1614		
	STOCK								
MAHAR TOOL SUPPLY	COMMON STOCK	558997102	1422148	520		XX	520		
MARSH & MCLENNAN	COMMON STOCK	571748102	425534	5378		XX	5078	300	
COLUMN TOTALS			24038318						

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
MAY DEPARTMENT STORES	COMMON STOCK	577778103	511031	11850	xx		11850
		577778103	229511	5322	xx		5322
MCDONALDS CORP	COMMON STOCK	580135101	2360743	52976	xx		52976
		580135101	663357	14886	xx		14486 400
		580135101	17825	400	xx xx		400
MCDONALDS CORP	PFD 7.5%	580135804	352763	13800	xx		13800
	9/30/2036SER 25 PAR						
MCDONALDS CORP	PFD 7.5%	580135887	10100	400	xx		400
	01/02/2037SER 25 PAR	580135887	348450	13800	xx		13800
MEDIAONE GROUP INC	COMMON STOCK	58440JI04	4002436	52149	xx		52149
		58440JI04	1450115	18894	xx		870 17784 240
MEDIAONE GROUP INC	PFD SER D	58440J203	2189582	14276	xx		14276
MEDTRONIC	COMMON STOCK	585055106	6913036	88275	xx		87943 332
		585055106	420538	5370	xx		3590 780 1000
MERCK & CO INC	COMMON STOCK	589331107	9699789	129008	xx		128608 400
		589331107	6442291	85683	xx		40909 41374 3400
		589331107	30075	400	xx xx		400
COLUMN TOTALS			35641642				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
MERRILL LYNCH & CO INC	COMMON STOCK	590188108	1605597	20835	xx		20835
		590188108	61650	800	xx		800
MICROSOFT CORP	COMMON STOCK	594918104	11244831	120558	xx		120588
		594918104	6775079	72655	xx		65755 6100 800
MICHIGAN SEAT COMPANY	CLOSELY HELD	594999997	781736	27800	xx		27800
	COMMON STOCK						
MILLER TOOL & DIE CO	COMMON STOCK	5982099A4	10289	15330	xx		15330

MINNESOTA MINING & MFG CO	COMMON STOCK	604059105	1233455	13772	XX		13772		
		604059105	1630306	18203		XX	16303	1900	
		604059105	17913	200	XX	XX			200
MOBIL CORP	COMMON STOCK	607059102	5161388	50355	XX		50323		32
		607059102	3568948	34819		XX	29947	1840	3032
MONSANTO CO	COMMON STOCK	611662107	1033969	24655	XX		24080		575
		611662107	1315999	31380		XX	30580	800	
MORAINES LAND CO	COMMON STOCK	615999109	54000	13500		XX		13500	
MORGAN J P & CO	COMMON STOCK	616880100	75735	540		XX	540		
		616880100	267597	1908		XX	1508	400	
COLUMN TOTALS			34838492						

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FORM 13F

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C> <C> <C>
MORGAN STANLEY DEAN WITTER & CO	NEW COMMON STOCK	617446448	235294	2272	XX		2272
		617446448	69594	672		XX	312 360
NATIONAL CITY CORP	COM	635405103	466001	7260		XX	7260
		635405103	695472	10835		XX	10835
NEWELL RUBBERMAID INC	COMMON STOCK	651229106	2466922	52418		XX	52418
		651229106	131210	2788		XX	2588 200
NORFOLK SOUTHERN CORP	COMMON STOCK	655844108	271265	9080		XX	8780 300
		655844108	154603	5175		XX	3720 1455
NORTEL NETWORKS CORP	FOREIGN COMMON STOCK	656569100	252175	2800		XX	2800
NORTHERN STS PWR CC MINN	COMMON STOCK	665772109	149876	6294		XX	6294
		665772109	57150	2400		XX	2400
NUCOR CORP	COMMON STOCK	670346105	201000	4000		XX	4000
OGE ENERGY CORP	COMMON STOCK	670837103	515614	21540		XX	1540 20000
OAK PRODUCTS INC	COMMON STOCK	671699999	1353750	114		XX	114
OLD KENT FLNANCIAL CORP	COMMON STOCK	679833103	369096	8788		XX	7738 1050
P P & L RES INC	COMMON STOCK	693499105	34275	1099		XX	1099
COLUMN TOTALS			7423297				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE		
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C>	<C>	<C>
		693499105	445233	14276	XX		3276	10000	1000
PAXSON OIL COMPANY	COMMON STOCK	704444447	1270861	1111	XX		1111		
PENNEY J C INC	COMMON STOCK	708160106	289528	6372	XX		6272	100	
		708160106	558427	12290	XX		6290	5000	1000
PENNZENERGY COMPANY	COMMON STOCK	70931Q109	3897	238	XX		238		
		7093IQ109	164864	10068	XX		68	10000	
PENNZOIL-QUAKER ST CO	COMMON STOCK	709323109	3615	238	XX		238		
		709323109	152908	10068	XX		68	10000	
PEPSICO INC	COMMON STOCK	713448108	3659884	94984	XX		94984		
		713448108	984830	25580	XX		22616	630	2334
		713446108	13668	355	XX XX		355		
PERRY PRINTING COMPANY	PFD PAR VALUE \$5.00	714622222	3205290	641058	XX		641058		
PHARMACIA & UPJOHN INC	COMMON STOCK	716941109	47779	841	XX		841		
		716941109	327410	5763	XX		5763		
PFIZER INC	COMMON STOCK	717081103	5682978	153594	XX		153534		60
		717081103	3915192	105816	XX		95616	9000	1200
COLUMN TOTALS			20723364						

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FORM 13F

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE		
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C>	<C>	<C>	<C>
PHILIP MORRIS COS INC	COMMON STOCK	718154107	4888429	126153	XX		121353		4800
		718154107	2637131	68055	XX		61429	6626	
PHILLIPS PETROLEUM CO	COMMON STOCK	718507106	264062	5115	XX		4761		354
		718507106	3098	60	XX		60		
PITNEY BOWES	COMMON STOCK	724479100	56500	800	XX		800		
		724479100	767270	10864	XX		10464		400
PROCTER & GAMBLE CO	COMMON STOCK	742718109	6233335	71854	XX		71854		
		742718109	3177566	36629	XX		26165	10464	
		742718109	34700	400	XX XX				400
RAYTHEON CO	CL A	755111309	105468	1450	XX		1371		79
		755111309	3452642	47459	XX		2288	43047	2124
		755111309	3638	50	XX XX		38		12
RAYTHEON CO	CL B COMMON STOCK	755111408	582131	7900	XX		7600		300
		755111408	277507	3766	XX		3766		
REMER PLUMBING AND HEATING INC	PREFERRED STOCK	759466998	256000	2560	XX		2560		

RELIANT ENERGY INC COMMON STOCK 75952J108 88038 3216 XX 3216

COLUMN TOTALS 22827535  
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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C> 75952J108	<C> 191652	<C> 7001	<C> <C> <C> XX	<C>	<C> <C> <C> 701 5300 1000
ROCKWELL INTL CORP NEW	COMMON STOCK	773903109	99645	1560	XX		1560
		773903109	262782	4114	XX		4114
ROYAL DUTCH PETROLEUM CO	NY REGISTRY	780257804	2995399	46621	XX		46621
	SH PAR NGLDR 1.25						
		789257804	718636	11185	XX		11185
SBC COMMUNICATIONS INC	COMMON STOCK	78387G103	3351372	59382	XX		59382
		78387G103	6607590	117078	XX		26864 88516 1698
		78387G103	21785	386	XX XX		386
SPX CORP	COMMON STOCK	784635104	422089	4766	XX		4766
SAFEWAY INC	NEW COMMON	786514208	1618177	30424	XX		30424
	STOCK						
		786514208	6383	120	XX		120
SAGINAW ROCK PRODUCTS	COMMON STOCK	786999102	604577	16523	XX		16523
SARA LEE CORP	COMMON STOCK	803111103	2174157	91785	XX		91785
		803111103	371278	15674	XX		10874 3200 1600
SCHERING-PLOUGH CORP	COMMON STOCK	806605101	1655574	31610	XX		31610
		806605101	332581	6350	XX		4050 2300
COLUMN TOTALS			21433677				

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C> 806857108	<C> 2059158	<C> 32018	<C> <C> <C> xx	<C>	<C> <C> <C> 32018
SCHLUMBERGER LTD	COMMON STOCK	806857108	141488	2200	xx		2050 150

SEARS ROEBUCK & CO	COMMON STOCK	812387108	304763	6519	xx	6519		
		812387108	107478	2299	xx	1737		562
SIMPSON INDUSTRIES	COMMON STOCK	829060102	1192340	117762	xx	117762		
SONAT INC	COMMON STOCK	835415100	206624	5632	xx	5000		632
SOUTHERN CO	COMMON STOCK	842587107	164274	6273	xx	6273		
		842587107	659925	25200	xx	24800		400
SPARTON CORP	COMMON STOCK	847235108	346969	56648	xx	56648		
SPRINT CORP	COMMON STOCK	852061100	15075	300	xx	300		
		852061100	841989	16756	xx	200		16556
SPRINT CORP	PCS GROUP	852061506	234005	4188	xx	50		4138
STATE STREET CORP	COMMON STOCK	857477103	2325269	27336	xx	27336		
		857477103	167573	1970	xx	270		1700
SUN MICROSYSTEMS INC	COMMON STOCK	866810104	4930575	67600	xx	67600		
		866810104	658772	9032	xx	7632		1400
COLUMN TOTALS			14356277					

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S> SUNTRUST BKS INC	<C> COMMON STOCK	<C> 867914103	<C> 555741	<C> 7855	<C> xx	<C> 7855	<C> <C>
		867914103	28300	400	xx	400	
SYSCO CORP	COMMON STOCK	871829107	31110	1020	xx	1020	
		871829107	418460	13720	xx	13720	
TECO ENERGY INC	COMMON STOCK	872375100	282994	12900	xx	900	10000 2000
TELESPHERE COMMUNICATIONS INC (CO FILED CHAP 11)		879908101	0	10000	xx	10000	

TEMPLETON FDS INC	WORLD FD CL A	880196100	236615	12660	xx	12660		
TEXACO INC	COMMON STOCK	881694103	1763303	26895	xx	26695	200	
		881694103	1703642	25985	xx	13585	10200	2200
TEXAS UTILITIES	COMMON STOCK	882848104	119806	2900	xx	2900		
		882848104	499881	12100	xx	2000	10100	
TORO CC	COMMON STOCK	891092108	1186654	32126	xx	32126		
TRANS-INDUSTRIES INC	COMMON STOCK	893239103	284317	42121	xx	42121		
TRANSAMERICA CORP	COMMON STOCK	893485102	1221666	16181	xx	16181		
		893485102	96338	1276	xx	1276		
TYCO INTL LTD	NEW COM	902124106	198318	1977	xx	1977		
COLUMN TOTALS </TABLE>			8627145					

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ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION			ITEM 7: MANAGERS			ITEM 8: VOTING AUTHORITY		
					(A)	(B)	(C)	(A)	(B)	(C)	(A)	(B)	(C)
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		902124106	9028	90	xx	xx				90			
US BANCORP	COMMON STOCK	902973106	1835400	53200	xx					53200			
		902973106	59340	1720			xx			1720			
UNION CAMP CORP	COMMON STOCK	905530101	396875	5000			xx					5000	
UNION PACIFIC CORP	COMMON STOCK	907818108	106988	1800			xx			1800			
		907818108	108176	1820			xx			540			1280
US WEST INC	COMMON STOCK	91273H101	778705	13354			xx			13354			
		91273H101	1510002	25895			xx			7380	18269		246
UNITED TECHNOLOGIES CORP	COMMON STOCK	913017109	2004968	28668	xx					28668			
		913017109	271637	3884			xx			3884			

VODAFONE AIRTOUCH GROUP PLC	SPONSORED ADR	92857T107	358533	1731	xx		1731	
		92857T107	459818	2220		xx	2059	161
WAL-MART STORES INC	COMMON STOCK	931142103	2361881	49270	xx		49270	
		931142103	1045852	21817		xx	21417	400
WALGREEN CO	COMMON STOCK	931422109	1335640	46762	xx		46762	
COLUMN TOTALS			12687984					

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 RUN 07/13/99  
 AT 7:55 AM

CITIZENS BANK  
 FORM 13F

PAGE 24  
 AS OF 07/13/99

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: INVESTMENT DISCRETION (A) (B) (C)	ITEM 7: MANAGERS (A) (B) (C)	ITEM 8: VOTING AUTHORITY (A) (B) (C) SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C> <C> <C>	<C> <C> <C>	<C> <C> <C>
		931422109	34275	1200		xx	400 800
		931422109	8569	300	xx	xx	300
WARNER LAMBERT CO	COMMON STOCK	934488107	937014	14064	xx		14064
		934488107	1299054	19498		xx	18418 1080
WELLS FARGO & CO NEW	COMMON STOCK	949746101	1433257	31718	xx		20300 11418
		949746101	814279	18020		xx	6860 10000 1160
WEYERHAEUSER CO	COMMON STOCK	962166104	8102	125	xx		125
		962166104	1756808	27106		xx	21106 5000 1000
WISCONSIN ENERGY CORP	COMMON STOCK	976657106	165871	6473	xx		6473
		976657106	58938	2300		xx	2300
XEROX CORP	COMMON STOCK	984121103	3237569	55284	xx		55284
		984121103	1596648	27264		xx	24864 1800 600
DAIMLERCHRYSLER AG	FOREIGN STOCK	D1668R123	36075	400	xx		400
		D1668R123	672528	7457		xx	2304 5153
COLUMN TOTALS				12058987			
AGGREGATE TOTAL				599579054			

</TABLE>