

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

SAGA COMMUNICATIONS, INC.

(Name of Issuer)

COMMON STOCK, CLASS A

(Title of Class of Securities)

786598102

(CUSIP Number)

Linda S. Martinson, Esq. (212) 583-2000
767 Fifth Avenue, 24th Floor, New York, NY 10153

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

June 22, 1999

(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 this statement [].
(A fee is not required only if the filing 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.)

*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).

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

Baron Capital Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2 (C) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 7 SOLE VOTING POWER
SHARES 575,150

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 4,295,195

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 575,150

10 SHARED DISPOSITIVE POWER
4,295,195

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,870,345

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

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

42.4%

14 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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

BAMCO, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2 (C) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER
3,288,752

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

3,288,752

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,288,752

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

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

28.6%

14 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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

Baron Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2 (C) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 7 SOLE VOTING POWER
SHARES 575,150

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 1,006,443

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 575,150

10 SHARED DISPOSITIVE POWER

1,006,443

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,581,593

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

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

13.8%

14 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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

Baron Asset Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2 (C) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 2,937,002

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH

10 SHARED DISPOSITIVE POWER

2,937,002

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,937,002

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

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

25.5%

14 TYPE OF REPORTING PERSON*

IV, 00

*SEE INSTRUCTIONS BEFORE FILLING OUT

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

Ronald Baron

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 575,150
	8	SHARED VOTING POWER 4,295,195
	9	SOLE DISPOSITIVE POWER 575,150
	10	SHARED DISPOSITIVE POWER 4,295,195

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,870,345

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

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

42.4%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

Item 1. Security and Issuer

- (a) Name of Issuer:
Saga Communications, Inc.
- (b) Address of Issuer's Principal Executive Offices:
73 Kercheval Avenue
Grosse Pointe Farms, MI 48236
- (c) Title and Class of Securities:
Class A

Item 2. Identity and Background

- (a) Name:
Baron Capital Group, Inc. ("BCG")
BAMCO, Inc. ("BAMCO")
Baron Capital Management, Inc. ("BCM")
Baron Asset Fund ("BAF")
Ronald Baron
- (b) Business Address:
767 Fifth Avenue
New York, NY 10153
- (c) Present Principal Business or Employment:
BCG: Holding company
BAMCO: Investment adviser
BCM: Investment adviser
BAF: Registered investment company
Ronald Baron: President: BCG, BAMCO, BCM; CEO of BAF
767 Fifth Avenue
New York, NY 10153
- (d) Record of Convictions:
No material change.
- (e) Record of Civil Proceedings:
No material change.
- (f) Citizenship:
No material change.

Item 3. Source and Amount of Funds or Other Consideration

Ronald Baron owns no shares of the Issuer directly. BAMCO directed the purchase of 3,288,752 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$34,876,248. Of those shares, 2,937,002 were purchased for the account of BAF, for a total purchase price of \$30,917,947. BCM directed the purchase of 1,006,443 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$13,287,774 and 575,150 shares of the Issuer for two investment partnerships for an aggregate purchase price of \$5,116,233. All of the shares were paid for by cash assets in the respective clients' accounts and/or by margin borrowings pursuant to standard margin agreements.

Item 4. Purpose of Transaction
No material change.

Item 5. Interest in Securities of the Issuer*

(a) Amount and percentage beneficially owned#:

BCG:	4,870,345	42.4%
BAMCO:	3,288,752	28.6%
BCM:	1,581,593	13.8%
BAF:	2,937,002	25.5%
Ronald Baron:	4,870,345	42.4%

(b) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

BCG:	575,150
BAMCO:	0
BCM:	575,150
BAF:	0
Ronald Baron:	575,150

(ii) shared power to vote or direct the vote:

BCG:	4,295,195
BAMCO:	3,288,752
BCM:	1,006,443
BAF:	2,937,002
Ronald Baron:	4,295,195

(iii) sole power to dispose or to direct the disposition:

BCG:	575,150
BAMCO:	0
BCM:	575,150
BAF:	0
Ronald Baron:	575,150

(iv) shared power to dispose or direct the disposition:

BCG:	4,295,195
BAMCO:	3,288,752
BCM:	1,006,443
BAF:	2,937,002
Ronald Baron:	4,295,195

*Reporting Persons may be deemed to share power to vote and dispose of shares referred to herein as a result of control relationships (BCG and Ronald Baron with respect to all of the shares; BAMCO with respect to the BAF shares) and pursuant to investment advisory relationships with advisory clients. Reporting Persons disclaim beneficial ownership of the shares for which they share power.

#The percentages reported are with respect to Class A stock only, which has one vote per share. The Issuer's Class B stock has 10 votes per share, making the total combined voting percentage for the Registrants hereunder equal to 18.3% of the combined voting classes of the Issuer's outstanding voting securities.

(c) A schedule of transactions effected in the last sixty days is attached hereto.

- (d) Ownership of More than Five Percent on Behalf of Another Person:
No material change.
- (e) Ownership of Less than Five Percent:
Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
No material change.

Item 7. Material to be Filed as Exhibits
Exhibit 99 - 60 days of trading.

Signature

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.

Date: June 25, 1999

Baron Capital Group, Inc.,
BAMCO, Inc., Baron Capital Management, Inc.
and Baron Asset Fund
By:

/s/ Ronald Baron

Ronald Baron, President

Ronald Baron, Individually
By:

/s/ Ronald Baron

Ronald Baron

Transaction Schedule
From 04-22-99 To 06-22-99

Date	Acct ID	Trans	Qty	Exec. Price
-----	-----	-----	-----	-----
04-23-99	bcm	buy	4,000	19.2475
04-23-99	bcm	buy	4,000	19.2475
04-23-99	bcm	buy	7,000	19.2475
04-23-99	bcm	buy	3,600	19.2475
04-23-99	bcm	buy	3,900	19.2475
04-23-99	bcm	buy	3,000	19.2475
04-27-99	bcm	buy	1,600	19.2500
04-27-99	bcm	buy	4,100	19.2500
04-28-99	bcm	buy	3,000	19.2500
05-04-99	bcm	buy	2,800	19.7500
05-04-99	bcm	buy	1,000	19.7500
05-04-99	bcm	buy	3,100	19.7500
05-04-99	bcm	buy	8,100	19.7500
05-04-99	bcm	buy	2,000	19.7500
05-17-99	bamco	buy	2,000	19.8719
06-03-99	bcm	sell	1,000	19.6250
06-04-99	bcm	sell	1,500	19.5000
06-04-99	bcm	buy	4,000	19.5000
06-08-99	bcm	buy	8,000	19.3750
06-22-99	bcm	buy	6,500	19.6250
06-22-99	bcm	buy	5,000	19.6250
06-22-99	bcm	buy	16,500	19.6250
06-22-99	bcm	buy	7,000	19.6250