

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 12)\*

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, 49th Floor, New York, NY 10153

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

-----  
(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).

SEC 1746 (12-91)

Amendment Number 12 to Schedule 13D (continued)

CUSIP No. 786598102

Page 2 of 11 Pages

-----  
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  
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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 757,365
	8	SHARED VOTING POWER 5,690,924
	9	SOLE DISPOSITIVE POWER 757,365
	10	SHARED DISPOSITIVE POWER 5,690,924

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,448,289

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
44.1%

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  
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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER  
4,384,753

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER  
4,384,753

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,384,753

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
30.0%

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  
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 757,365

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 1,306,170

REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 757,365

10 SHARED DISPOSITIVE POWER  
1,306,170

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,063,535

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
14.1%

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  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER  
3,664,753

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER  
3,664,753

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,664,753

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

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

25.1%

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 7 SOLE VOTING POWER  
SHARES 757,365

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 5,690,924

REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 757,924

10 SHARED DISPOSITIVE POWER  
5,690,924

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,448,289

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
44.1%

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

Reporting Person does not own any shares of the Issuer directly. BAMCO directed the purchase of 4,384,753 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$39,510,939. Of those shares, 3,664,753 were purchased for the account of BAF for a total price of \$30,894,777. BCM directed the purchase of 1,306,170 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$16,523,604 and 757,365 shares of the Issuer for an investment partnership for an aggregate price of \$11,837,847. 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:	6,448,289	44.1%
BAMCO:	4,384,753	30.0%
BCM:	2,063,535	14.1%
BAF:	3,664,753	25.1%
Ronald Baron:	6,448,289	44.1%

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

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

BCG:	757,365
BAMCO:	0
BCM:	757,365
BAF:	0
Ronald Baron:	757,365

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

BCG:	5,690,924
BAMCO:	4,384,753
BCM:	1,306,170
BAF:	3,664,753
Ronald Baron:	5,690,924

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

BCG:	757,365
BAMCO:	0
BCM:	757,365
BAF:	0
Ronald Baron:	757,365

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

BCG:	5,690,924
BAMCO:	4,384,753
BCM:	1,306,170
BAF:	3,664,753
Ronald Baron:	5,690,924

\*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 19.2 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: April 26, 2001

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

/s/ Ronald Baron

---

Ronald Baron, Chairman and CEO

TRANSACTION SCHEDULE  
 FROM 02/26/01 TO 04/25/01

DATE	ACCOUNT	TRANS	QUANTITY	EXECUTED PRICE
03-20-01	bcm	buy	1,000	15.4500
03-20-01	bcm	buy	5,300	15.0000
03-20-01	bamco	buy	4,100	15.4500
03-20-01	bamco	buy	20,800	15.0000
03-20-01	bcm	buy	700	15.4500
03-20-01	bcm	buy	3,500	15.0000
03-20-01	bcm	buy	300	15.4500
03-20-01	bcm	buy	1,800	15.0000
03-20-01	bcm	buy	100	15.4500
03-20-01	bcm	buy	400	15.0000
03-20-01	bcm	buy	700	15.4500
03-20-01	bcm	buy	3,500	15.0000
03-20-01	bcm	buy	600	15.4500
03-20-01	bcm	buy	3,200	15.0000
03-21-01	bamco	buy	3,300	14.6088
03-21-01	bcm	buy	2,000	15.1567
03-21-01	bcm	buy	1,100	14.6088
03-21-01	bamco	buy	8,200	15.1567
03-21-01	bamco	buy	4,400	14.6088
03-21-01	bcm	buy	1,400	15.1567
03-21-01	bcm	buy	700	14.6088
03-21-01	bcm	buy	700	15.1567
03-21-01	bcm	buy	400	14.6088
03-21-01	bcm	buy	100	15.1567
03-21-01	bcm	buy	100	14.6088
03-21-01	bcm	buy	1,400	15.1567
03-21-01	bcm	buy	700	14.6088
03-21-01	bcm	buy	1,200	15.1567
03-21-01	bcm	buy	700	14.6088
03-22-01	bamco	buy	1,000	14.7000
03-22-01	bcm	buy	300	14.7000
03-22-01	bamco	buy	1,400	14.7000
03-22-01	bcm	buy	200	14.7000
03-22-01	bcm	buy	100	14.7000
03-22-01	bcm	buy	200	14.7000
03-22-01	bcm	buy	200	14.7000
03-27-01	bamco	buy	4,100	15.2393
03-27-01	bcm	buy	1,400	15.2393
03-27-01	bamco	buy	3,000	15.2393
03-27-01	bcm	buy	900	15.2393
03-27-01	bcm	buy	500	15.2393
03-27-01	bcm	buy	900	15.2393
03-27-01	bcm	buy	900	15.2393
03-28-01	bamco	buy	900	15.3400
03-28-01	bcm	buy	300	15.3400
03-28-01	bamco	buy	600	15.3400
03-28-01	bcm	buy	200	15.3400
03-28-01	bcm	buy	100	15.3400
03-28-01	bcm	buy	200	15.3400
03-28-01	bcm	buy	200	15.3400
03-29-01	bamco	buy	8,800	15.2500
03-29-01	bamco	buy	1,500	15.2726
03-29-01	bcm	buy	3,000	15.2500
03-29-01	bcm	buy	2,300	15.2726
03-29-01	bamco	buy	6,300	15.2500
03-29-01	bamco	buy	16,400	15.2726
03-29-01	bcm	buy	2,000	15.2500
03-29-01	bcm	buy	4,200	15.2726
03-29-01	bcm	buy	900	15.2500
03-29-01	bcm	buy	200	15.2726
03-29-01	bcm	buy	300	15.2500
03-29-01	bcm	buy	2,000	15.2500
03-29-01	bcm	buy	300	15.2726
03-29-01	bcm	buy	1,700	15.2500
03-29-01	bcm	buy	200	15.2726
03-30-01	bamco	buy	300	15.5000
03-30-01	bcm	sell	9,451	16.5000
04-05-01	bamco	buy	100	15.7339
04-05-01	bcm	buy	200	15.7339
04-05-01	bamco	buy	2,400	15.7500
04-05-01	bamco	buy	14,800	15.7339
04-05-01	bcm	buy	100	15.7500
04-05-01	bcm	buy	400	15.7339
04-06-01	bamco	buy	200	15.3269
04-06-01	bcm	buy	400	15.3269

04-06-01	bamco	buy	18,400	15.3269
04-06-01	bcm	buy	500	15.3269
04-09-01	bcm	sell	472	15.2500
04-10-01	bamco	buy	100	15.0600
04-10-01	bcm	sell	2,000	15.3000
04-11-01	bamco	buy	100	15.3942
04-11-01	bcm	buy	100	15.3942
04-11-01	bamco	buy	4,700	15.3942
04-11-01	bcm	buy	100	15.3942
04-11-01	bcm	buy	100	15.3942
04-11-01	bcm	buy	100	15.3942
04-11-01	bcm	buy	100	15.3942
04-12-01	bamco	buy	100	15.5500
04-16-01	bamco	buy	4,000	16.0000
04-16-01	bcm	buy	100	16.0000
04-17-01	bcm	buy	4,894	15.5204