

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

SCHEDULE 13D

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

VAIL RESORTS, INC.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

91879Q109

-----  
(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)

June 5, 2003

-----  
(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 10 to Schedule 13D (continued)

CUSIP No. 91879Q109

Page 2 of 11 Pages

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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 0
	8	SHARED VOTING POWER 10,915,550
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 10,947,550

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,947,550

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
39.5%

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  
0

8 SHARED VOTING POWER  
10,084,000

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
10,116,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,116,000

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
36.5%

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 0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 831,550

REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 0

10 SHARED DISPOSITIVE POWER  
831,550

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
831,550

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.0%

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 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 0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 8,670,000

REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH

10 SHARED DISPOSITIVE POWER  
8,670,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,670,000

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

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

31.2%

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 0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 10,915,550

REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON 0  
WITH

10 SHARED DISPOSITIVE POWER  
10,947,550

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,947,550

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
39.5%

14 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

- Item 1. Security and Issuer
- (a) Name of Issuer:  
Vail Resorts, Inc.
  - (b) Address of Issuer's Principal Executive Offices:  
P.O. Box 7  
Vail, CO 81658
  - (c) Title and Class of Securities:  
Common

- 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: CEO: BCG, BAMCO, BCM; 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

Since the last filing, BAMCO directed the purchase of 10,500 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$129,051. BCM directed the purchase of 63,958 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$773,202. 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:	10,947,550	39.5%
BAMCO:	10,116,000	36.5%
BCM:	831,550	3.0%
BAF:	8,670,000	31.2%
Ronald Baron:	10,947,550	39.5%

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

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

BCG:	0
BAMCO:	0
BCM:	0
BAF:	0
Ronald Baron:	0

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

BCG:	10,915,550
BAMCO:	10,084,000
BCM:	831,550
BAF:	8,670,000
Ronald Baron:	10,915,550

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

BCG:	0
BAMCO:	0
BCM:	0
BAF:	0
Ronald Baron:	0

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

BCG:	10,947,550
BAMCO:	10,116,000
BCM:	831,550
BAF:	8,670,000
Ronald Baron:	10,947,550

\*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.

(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 13, 2003

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

/s/ Ronald Baron

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Ronald Baron, Chairman and CEO

Transaction Schedule  
 From 04-14-03 To 06-12-03

Date	Account	Trans	Quantity	Exec. Price
04/14/03	bcm	by	7,800	11.9133
04/15/03	bcm	by	2,200	11.6000
04/16/03	bcm	by	13,600	11.7547
04/16/03	bamco	by	1,400	11.7547
04/17/03	bcm	by	7,900	12.2190
04/17/03	bamco	by	800	12.2190
04/22/03	bcm	by	2,000	12.1195
04/22/03	bamco	sl	10,000	12.1541
04/22/03	bcm	by	4,600	12.1552
04/22/03	bamco	by	400	12.1552
04/23/03	bcm	by	700	12.1300
04/23/03	bamco	sl	5,500	12.1618
04/23/03	bcm	by	1,900	12.1623
04/23/03	bamco	by	1,600	12.1623
04/23/03	bcm	by	2,000	12.1650
04/23/03	bcm	by	300	12.2000
04/24/03	bamco	sl	9,500	12.1937
04/24/03	bcm	by	6,900	12.1941
04/24/03	bamco	by	1,600	12.1941
04/24/03	bcm	by	8,058	12.2254
04/24/03	bamco	by	1,800	12.2254
04/29/03	bamco	sl	15,000	11.8700
04/29/03	bamco	sl	2,000	12.0400
04/30/03	bamco	sl	2,400	11.9000
04/30/03	bcm	sl	9,000	11.9383
05/01/03	bamco	sl	1,600	11.9987
05/02/03	bamco	sl	6,000	12.2572
05/05/03	bamco	sl	2,500	11.7756
05/05/03	bamco	sl	2,800	11.8250
05/05/03	bamco	sl	9,100	11.8850
05/06/03	bamco	sl	1,600	12.0025
05/06/03	bamco	sl	7,000	12.0056
05/06/03	bcm	by	2,000	12.0500
05/07/03	bcm	by	1,000	12.0000
05/07/03	bamco	sl	8,500	12.1924
05/07/03	bamco	sl	5,200	12.2250
05/08/03	bamco	sl	6,300	12.1350
05/09/03	bamco	sl	1,000	12.1700
05/09/03	bamco	sl	4,000	12.1900
05/12/03	bamco	sl	1,500	12.2500
05/13/03	bamco	sl	2,500	12.1700
05/14/03	bamco	sl	100	11.9400
05/14/03	bamco	sl	1,400	11.9850
05/14/03	bamco	sl	4,700	11.9966
05/14/03	bamco	sl	4,800	12.0000
05/15/03	bamco	sl	10,000	12.2500
05/15/03	bamco	sl	2,500	12.3516
05/28/03	bcm	by	1,000	11.9000
05/28/03	bamco	sl	8,800	11.9075
05/29/03	bcm	by	700	11.9000
06/02/03	bcm	sl	6,000	11.6072
06/03/03	bcm	sl	600	11.5017
06/04/03	bamco	sl	8,700	11.4833
06/04/03	bcm	sl	5,400	11.5620
06/05/03	bamco	sl	20,000	12.3100
06/06/03	bamco	sl	10,000	12.5000
06/06/03	bcm	sl	18,300	12.5073
06/09/03	bamco	by	100	12.4000
06/09/03	bcm	sl	1,700	12.4971
06/09/03	bamco	sl	2,500	12.5000
06/10/03	bamco	by	2,800	12.5500
06/10/03	bcm	sl	12,000	12.5700
06/10/03	bamco	sl	7,500	12.6245
06/11/03	bamco	sl	10,000	12.7210
06/11/03	bcm	sl	3,000	12.8127
06/12/03	bamco	sl	10,000	12.5584
06/12/03	bcm	sl	8,000	13.0275