

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

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)

May 14, 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

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
124,000

8 SHARED VOTING POWER
1,716,200

9 SOLE DISPOSITIVE POWER
124,000

10 SHARED DISPOSITIVE POWER
11,782,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,906,200

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

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

44.0%

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
245,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

10,311,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,311,000

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

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

38.1%

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 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 124,000
	8	SHARED VOTING POWER 1,471,200
	9	SOLE DISPOSITIVE POWER 124,000
	10	SHARED DISPOSITIVE POWER 1,471,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,595,200

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

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

5.9%

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 10,066,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER

EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER
 WITH -----

10 SHARED DISPOSITIVE POWER

10,066,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,066,000

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

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

37.2%

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 124,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 1,716,200

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 124,000

10 SHARED DISPOSITIVE POWER
11,782,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,906,200

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

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

44.0%

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:
137 Benchmark Road
c/o Anaconda Towers
Avon, CO 81620
 - (c) Title and Class of Securities:
Common Stock
- 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 Employment:
BCG: Holding company
BAMCO: Investment adviser
BAF: Investment company
Ronald Baron: President and majority shareholder:
BCG, BCM, BAMCO

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
- BAMCO directed the purchase of 4,500 shares of the Issuer for an investment advisory client for an aggregate purchase price of \$84,589. BCM directed the purchase of 289,850 shares of the issuer for its investment advisory clients for an aggregate purchase price of \$5,285,620. All of the shares were paid for by cash assets in the respective clients' accounts.
- Item 4. Purpose of Transaction
- No material change.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned:

BCG:	11,906,200	44.0%
BAMCO:	10,311,000	38.1%
BCM:	1,595,200	5.9%
BAF:	10,066,000	37.2%
Ronald Baron:	11,906,200	44.0%

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

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

BCG:	124,000
BAMCO:	0
BCM:	124,000
BAF:	10,066,000
Ronald Baron:	124,000

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

BCG:	1,716,200
BAMCO:	245,000
BCM:	1,471,200
BAF:	0
Ronald Baron:	1,716,200

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

BCG:	124,000
BAMCO:	0
BCM:	124,000
BAF:	0
Ronald Baron:	124,000

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

BCG:	11,782,200
BAMCO:	10,311,000
BCM:	1,471,200
BAF:	10,066,000
Ronald Baron:	11,782,200

*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 disposition, but not vote, of the BAF shares) and pursuant to investment advisory relationships with advisory clients. The shares reported above for sole power are attributable to investment partnerships for which BCM and Ronald Baron serve as general partners. BAMCO and its related control persons have no power to vote the shares owned by BAF.

(c) A schedule of transactions effected in the last forty-nine 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 - 49 days of transactions.

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: May 21, 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 04-01-99 to 05-19-99

All transactions were executed on the primary exchange
for the Issuer unless otherwise indicated.

Date	Acct ID	Trans	Qty	Exec. Price
-----	-----	-----	-----	-----
04-20-99	bcm	buy	25,000	16.6161
04-20-99	bcm	buy	5,000	16.6191
04-20-99	bcm	buy	600	16.9602
04-20-99	bcm	buy	1,700	16.9602
04-20-99	bcm	buy	2,000	16.9602
04-20-99	bcm	buy	4,000	16.2500
04-20-99	bcm	buy	8,000	16.9602
04-20-99	bcm	buy	3,500	16.9602
04-20-99	bcm	buy	700	16.9602
04-20-99	bcm	buy	11,500	16.6161
04-20-99	bcm	buy	5,500	16.9602
04-28-99	bcm	buy	700	18.4306
04-28-99	bcm	buy	2,800	18.4306
04-28-99	bcm	buy	10,000	18.4306
04-28-99	bcm	buy	1,200	18.4306
04-28-99	bcm	buy	10,000	18.4306
04-28-99	bcm	buy	5,500	18.4306
04-28-99	bcm	buy	14,800	18.4306
04-29-99	bcm	buy	2,500	19.0000
04-29-99	bcm	buy	2,500	19.0000
04-29-99	bcm	buy	2,500	19.0000
04-29-99	bcm	buy	2,500	19.0000
04-30-99	bcm	buy	7,500	19.2500
05-03-99	bcm	buy	3,850	19.5000
05-04-99	bcm	buy	3,000	19.0000
05-05-99	bcm	buy	7,500	18.8125
05-05-99	bcm	buy	2,500	18.7500
05-05-99	bcm	buy	1,500	18.7500
05-05-99	bcm	buy	5,500	18.7500
05-05-99	bcm	buy	4,500	18.8125
05-06-99	bcm	buy	5,000	18.5000
05-06-99	bcm	buy	7,000	18.3750
05-06-99	bcm	buy	5,100	18.3125
05-07-99	bcm	buy	7,000	18.3107
05-10-99	bcm	buy	16,000	18.5234
05-11-99	bcm	buy	500	18.7500
05-11-99	bcm	buy	5,000	18.7500
05-11-99	bcm	buy	10,000	18.7500
05-11-99	bcm	buy	6,000	18.6823
05-12-99	bcm	buy	5,000	18.6638
05-12-99	bcm	buy	10,000	18.6250
05-13-99	bcm	buy	2,000	18.5000
05-13-99	bcm	buy	2,500	18.5000
05-13-99	bcm	buy	11,500	18.5000
05-13-99	bcm	buy	1,500	18.5000
05-13-99	bcm	buy	2,000	18.5000
05-14-99	bcm	buy	4,000	18.5625
05-14-99	bcm	buy	13,000	18.5601
05-17-99	bamco	buy	4,500	18.7375
05-18-99	bcm	buy	2,500	18.6250
05-18-99	bcm	buy	600	18.6250
05-18-99	bcm	buy	1,800	18.6250
05-19-99	bcm	buy	10,000	18.7500
05-19-99	bcm	buy	2,000	18.7500
05-19-99	bcm	buy	1,500	18.7500