UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

SOTHEBY'S HOLDINGS, INC.

(Name of Issuer)

CLASS A
(Title of Class of Securities)

835898107
(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)

July 21, 1998
(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)

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

Baron Capital Group, Inc.

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

---

3 SEC USE ONLY

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4 SOURCE OF FUNDS

OO

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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	7	SOLE VOTING POWER 132,800
OWNED BY EACH REPORTING	8	SHARED VOTING POWER 17,267,500
PERSON WITH	9	SOLE DISPOSITIVE POWER 132,800
	10	SHARED DISPOSITIVE POWER 17,267,500

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,400,300

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

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

43.8%

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14 TYPE OF REPORTING PERSON*

HC, CO

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*SEE INSTRUCTIONS BEFORE FILLING OUT

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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

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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	7	SOLE VOTING POWER
OWNED BY EACH REPORTING	8	SHARED VOTING POWER 16,350,800
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 16,350,800

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,350,800

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

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

41.2%

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14 TYPE OF REPORTING PERSON*

IA, CO

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

Baron Capital Management, Inc.

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

---

3 SEC USE ONLY

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4 SOURCE OF FUNDS

OO

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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	7	SOLE VOTING POWER 916,700
OWNED BY EACH REPORTING	8	SHARED VOTING POWER 132,800
PERSON WITH	9	SOLE DISPOSITIVE POWER 916,700
	10	SHARED DISPOSITIVE POWER 132,800

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,049,500

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

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

2.6%

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14 TYPE OF REPORTING PERSON*

IA, CO

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

Baron Asset Fund

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

---

3 SEC USE ONLY

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4 SOURCE OF FUNDS

OO

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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	7	SOLE VOTING POWER
OWNED BY EACH REPORTING	8	SHARED VOTING POWER 16,160,800
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 16,160,800

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,160,800

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

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

40.7%

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14 TYPE OF REPORTING PERSON*

IV, OO

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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

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

USA

NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER 132,800
OWNED BY EACH REPORTING	8	SHARED VOTING POWER 17,267,500
PERSON WITH	9	SOLE DISPOSITIVE POWER 132,800
	10	SHARED DISPOSITIVE POWER 17,267,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,400,300

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

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

43.8%

14 TYPE OF REPORTING PERSON*

IN

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Item 1. Security and Issuer
(a) Name of Issuer:

Sotheby's Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices:

500 North Woodward Avenue, Suite 100
Bloomfield Hills, MI 48304

(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 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 16,350,800 shares of the Issuer for its investment advisory clients for an aggregate purchase price of $345,770,144. Of those shares, 16,160,800 were purchased for the account of BAF for a total purchase price of $342,291,428. BCM directed the purchase of 916,700 shares of the issuer for its investment advisory clients for an aggregate purchase price of $20,261,984 and 132,800 shares of the issuer for two investment partnerships for an aggregate purchase price of $3,076,680. 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.

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Item 4. Purpose of Transaction
No material change.

Item 5. Interest in Securities of the Issuer*
(a) Amount and percentage beneficially owned#:

BCG:	17,400,300
43.8%	
BAMCO:	16,350,800
41.2%	
BCM:	1,049,500
2.6%	
BAF:	16,160,800
40.7%	
Ronald Baron:	17,400,300
43.8%	

(b) Number of shares as to which such person has:
(i) sole power to vote or direct the vote:

BCG:	132,800
BAMCO:	0
BCM:	132,800
BAF:	0
Ronald Baron:	132,800

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

BCG:	17,267,500
BAMCO:	16,350,800
BCM:	916,700
BAF:	16,160,800
Ronald Baron:	17,267,500

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

BCG:	132,800
BAMCO:	0
BCM:	132,800
BAF:	0
Ronald Baron:	132,800

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

BCG:	17,267,500
BAMCO:	16,350,800
BCM:	916,700
BAF:	16,160,800
Ronald Baron:	17,267,500

*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
8.3% of the combined voting power of the Issuer's outstanding voting securities.

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

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(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 - 26 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: July 29, 1998

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

/s/ Ronald Baron

_____
Ronald Baron, President

Ronald Baron, Individually
By:

/s/ Ronald Baron

_____
Ronald Baron

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Transaction Schedule
From 07-02-98 To 07-27-98

Exec.	Date	Acct	Trans	Qty	Price

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07/02/98	bcm	buy	47,000
23.0000			
07/02/98	bcm	buy	25,300
22.9738			
07/06/98	bamco	buy	34,900
23.2470			
07/06/98	bcm	buy	10,000
23.2470			
07/07/98	bcm	buy	7,000
23.1531			
07/07/98	bcm	buy	1,000
23.1531			
07/07/98	bcm	buy	2,500
23.1531			
07/07/98	bcm	buy	20,000
23.1531			
07/07/98	bcm	buy	2,000
23.1875			
07/07/98	bcm	buy	3,500
23.1531			
07/07/98	bcm	buy	12,000
23.1531			
07/07/98	bcm	buy	20,000
23.1531			
07/08/98	bcm	buy	3,000
23.4677			
07/08/98	bcm	buy	5,000
23.4677			
07/08/98	bcm	buy	1,800
23.4677			
07/08/98	bcm	buy	5,700
23.4677			
07/09/98	bcm	buy	5,500
23.6513			
07/09/98	bcm	buy	4,000
23.6513			
07/10/98	bamco	buy	25,000
23.8750			
07/13/98	bamco	buy	8,500
23.9478			
07/14/98	bamco	buy	21,000
23.8678			
07/15/98	bamco	buy	21,500
24.0125			
07/16/98	bamco	buy	9,500
24.3099			
07/20/98	bamco	buy	25,000
23.1250			
07/20/98	bamco	buy	25,000
23.3750			
07/20/98	bamco	buy	35,000
23.0983			
07/21/98	bamco	buy	13,000
23.3750			
07/22/98	bamco	buy	37,300
23.6889			
07/23/98	bamco	buy	52,200
23.8208			
07/24/98	bamco	buy	41,300
23.2810			
07/24/98	bamco	buy	10,000
23.8219			
07/27/98	bcm	buy	3,300
22.9583			

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End of Filing

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