SAGA COMMUNICATIONS INC
Form SC 13D/A
October 07, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 23*)

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 23 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 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 20,000	
	8 SHARED VOTING POWER 3,953,500	
	9 SOLE DISPOSITIVE POWER 20,000	
	10 SHARED DISPOSITIVE POWER 3,996,500	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,016,500	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 21.8%	
14	TYPE OF REPORTING PERSON* HC, CO	

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 23 to Schedule 13D (continued)

CUSIP No. 786598102 Page 3 of 11 Pages

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 3,527,600	
	9 SOLE DISPOSITIVE POWER	
	10 SHARED DISPOSITIVE POWER 3,557,600	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,557,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.3%	
14	TYPE OF REPORTING PERSON* IA, CO	

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 23 to Schedule 13D (continued)

CUSIP No. 786598102 Page 4 of 11 Pages

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 20,000	
	8 SHARED VOTING POWER 425,900	
	9 SOLE DISPOSITIVE POWER 20,000	
	10 SHARED DISPOSITIVE POWER 438,900	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 458,900	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5%	
14	TYPE OF REPORTING PERSON* IA, CO	

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 23 to Schedule 13D (continued)

CUSIP No. 786598102 Page 5 of 11 Pages

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 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 2,395,600
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 2,395,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,395,600	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	13.0%	
14	TYPE OF REPORTING PERSON*	
	IV, OO	

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 23 to Schedule 13D (continued)

CUSIP No. 786598102 Page 6 of 11 Pages

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 OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 20,000
	8	SHARED VOTING POWER 3,953,500
	9	SOLE DISPOSITIVE POWER 20,000
	10	SHARED DISPOSITIVE POWER 3,996,500

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,016,500
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 21.8%
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 Ave.
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: Chairman & 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

No material change.

Item 4. Purpose of Transaction
No material change.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned*:

BCG:	4,016,500	21.8%
BAMCO:	3,557,600	19.3%
BCM:	458,900	2.5%
BAF:	2,395,600	13.0%
Ronald Baron:	4,016,500	21.8%

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

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

BCG:	20,000
BAMCO:	0
BCM:	20,000
BAF:	0
Ronald Baron:	20,000

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

BCG:	3,953,500
BAMCO:	3,527,600
BCM:	425,900
BAF:	2,395,600
Ronald Baron:	3,953,500

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

BCG:	20,000
BAMCO:	0
BCM:	20,000
BAF:	0
Ronald Baron:	20,000

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

BCG:	3,996,500
BAMCO:	3,557,600
BCM:	458,900
BAF:	2,395,600
Ronald Baron:	3,996,500

*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.

(c) A schedule of transactions effected in the last eighteen

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 - 18 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: October 6, 2003

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

/s/ Ronald Baron
_____
Ronald Baron, Chairman and CEO

Ronald Baron, Individually
By:

/s/ Ronald Baron
_____
Ronald Baron