February 12, 1999

VIA EDGAR

Filer Support
U.S. Securities and Exchange Commission
Operations Center, Stop 0-7
6432 General Green Way
Alexandria, VA 22312

Re: Schedule 13G
   Relating to the Ownership of Magellan Health Services, Inc.

Gentlemen:

Enclosed herewith pursuant to Rule 13d-1(b) of the Securities Exchange Act of 1934 is one (1) copy of Schedule 13G for the period ended December 31, 1998 which has been filed through the EDGAR system. No filing fee is required.

If you have any questions regarding this filing, please contact the undersigned.

Sincerely,

/s/ J. Richard Atwood
J. Richard Atwood
Senior Vice President

JRA:vb

Enclosures
Gentlemen:

Enclosed herewith pursuant to Rule 13d-1(b) of the Securities Exchange Act of 1934 is one (1) copy of Schedule 13G for the period ended December 31, 1998 which has been filed through the EDGAR system. No filing fee is required.

If you have any questions regarding this filing, please contact the undersigned.

Sincerely,

/s/ J. Richard Atwood

J. Richard Atwood
Treasurer

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

SCHEDULE 13G

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

Magellan Health Services, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

559079108
CUSIP Number. 559079108

1) NAME OF REPORTING PERSON
   First Pacific Advisors, Inc.
   04-3118452

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
   (A) [ ]
   N/A
   (B) [ ]

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION
   Massachusetts

   (5) SOLE VOTING POWER
       -0-

   (6) SHARED VOTING POWER
       500,000

   (7) SOLE DISPOSITIVE POWER
       -0-

   (8) SHARED DISPOSITIVE POWER
       2,300,000

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
ITEM 1(a) NAME OF ISSUER.
Magellan Health Services, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
3414 Peachtree Road, N.E., Suite 1400, Atlanta, GA 30326

ITEM 2(a) NAME OF PERSON FILING.
First Pacific Advisors, Inc.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE.
11400 West Olympic Boulevard, Suite 1200, Los Angeles, CA 90064

ITEM 2(c) CITIZENSHIP OR PLACE OF ORGANIZATION.
Massachusetts

ITEM 2(d) TITLE OF CLASS OF SECURITIES.
Common Stock

ITEM 2(e) CUSIP NUMBER.
559079108

ITEM 3 REPORTING PERSON.
See Item 12 on cover page

ITEM 4 OWNERSHIP.
See Items 5 - 11 on cover page

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
N/A

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
N/A

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED
ITEM 8       IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
N/A

ITEM 9       NOTICE OF DISSOLUTION OF GROUP.
N/A

ITEM 10      CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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.

February 12, 1999
Date

/s/ J. Richard Atwood
Signature

J. Richard Atwood, Senior Vice President
Name/Title
CUSIP No. 559079108

1) NAME OF REPORTING PERSON
   S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
   FPA Paramount Fund, Inc.
   95-2239888

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
   (A) [ ]
   N/A
   (B) [ ]

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION
   Maryland

   (5) SOLE VOTING POWER 1,800,000

   (6) SHARED VOTING POWER -0-

   NUMBER OF SHARES BENEFICIALLY

   OWNED BY EACH REPORTING PERSON WITH

   (7) SOLE DISPOSITIVE POWER -0-

   (8) SHARED DISPOSITIVE POWER 1,800,000

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,800,000

10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
     N/A

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
     5.7

12) TYPE OF REPORTING PERSON*
     IV

*SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1(a) NAME OF ISSUER:
     Magellan Health Services, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
ITEM 2(a)  NAME OF PERSON FILING.
            FPA Paramount Fund, Inc.

ITEM 2(b)  ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE.
            11400 West Olympic Boulevard, Suite 1200, Los Angeles, CA 90064

ITEM 2(c)  CITIZENSHIP OR PLACE OF ORGANIZATION.
            Maryland

ITEM 2(d)  TITLE OF CLASS OF SECURITIES.
            Common Stock

ITEM 2(e)  CUSIP NUMBER.
            559079108

ITEM 3  REPORTING PERSON.
            See Item 12 on cover page

ITEM 4  OWNERSHIP.
            See Items 5 - 11 on cover page

ITEM 5  OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
            N/A

ITEM 6  OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
            N/A

ITEM 7  IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.
            N/A

ITEM 8  IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
            N/A

ITEM 9  NOTICE OF DISSOLUTION OF GROUP.
            N/A

ITEM 10  CERTIFICATION.

            By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having
such purpose or effect.

     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.

February 12, 1999
Date

/s/ J. Richard Atwood

Signature

J. Richard Atwood, Treasurer

Name/Title