SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

Magellan Health Services, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

559079108
(CUSIP Number)

April 22, 1998
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:
[ ] Rule 13d-1(b)
[X] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes 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)

CUSIP No. 559079108                  13G                    Page 2 of 15 Pages

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
Brahman Partners II, L.P.

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

(5) SOLE VOTING POWER
-0-

(6) SHARED VOTING POWER
283,700

(7) SOLE DISPOSITIVE POWER

EACH

OWNED BY

BENEFICIALLY

SHARES

NUMBER OF

-0-

-0-
REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER

283,700

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

283,700

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]

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

0.9%

(12) TYPE OF REPORTING PERSON **

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 559079108 13G Page 3 of 15 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO.

OF ABOVE PERSONS (ENTITIES ONLY)

Brahman Institutional Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER -0- SHARES

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY

502,500

EACH (7) SOLE DISPOSITIVE POWER

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER

502,500

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

502,500

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]

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

1.6%

(12) TYPE OF REPORTING PERSON **

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 559079108 13G Page 4 of 15 Pages
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Brahman Management, L.L.C.  

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

(3) SEC USE ONLY  

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-  

BENEFICIALLY OWNED BY (6) SHARED VOTING POWER  
1,516,900  

EACH REPORTING PERSON WITH (7) SOLE DISPOSITIVE POWER  
-0-  

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (8) SHARED DISPOSITIVE POWER  
730,700  

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
2.4%  

TYPE OF REPORTING PERSON **  
PN  

** SEE INSTRUCTIONS BEFORE FILLING OUT!
PERSON WITH (8) SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,516,900

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **

[ ]

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

5.0%

(12) TYPE OF REPORTING PERSON **

OO;IA

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 559079108 13G Page 6 of 15 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Brahman Capital Corp.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER

SHARES

-0-

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY

951,000

EACH (7) SOLE DISPOSITIVE POWER

REPORTING

-0-

PERSON WITH (8) SHARED DISPOSITIVE POWER

951,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

951,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **

[ ]

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

3.1%

(12) TYPE OF REPORTING PERSON **

CO;IA

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 559079108 13G Page 7 of 15 Pages

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
   (a) [X]
   (b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
    Delaware

NUMBER OF SHARE SERIES (5) SOLE VOTING POWER -0-

BENEFICIALLY OWNED BY (6) SHARED VOTING POWER 1,737,200

EACH REPORTING PERSON WITH (7) SOLE DISPOSITIVE POWER -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,737,200

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.7%

TYPE OF REPORTING PERSON **

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 559079108 13G Page 8 of 15 Pages

(1) NAMES OF REPORTING PERSONS
    I.R.S. IDENTIFICATION NO.
    OF ABOVE PERSONS (ENTITIES ONLY)

Robert J. Sobel

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
    United States

NUMBER OF SHARE SERIES (5) SOLE VOTING POWER -0-

BENEFICIALLY OWNED BY (6) SHARED VOTING POWER 1,737,200

EACH REPORTING PERSON WITH (7) SOLE DISPOSITIVE POWER -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,737,200

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.7%

TYPE OF REPORTING PERSON **

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 559079108 13G Page 8 of 15 Pages
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,737,200

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]

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

(12) TYPE OF REPORTING PERSON ** IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 559079108 13G Page 9 of 15 Pages

(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Mitchell A. Kuflik

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER -0-
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 1,737,200
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER -0-
REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 1,737,200

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,737,200

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]

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

(12) TYPE OF REPORTING PERSON ** IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 559079108 13G Page 10 of 15 Pages

Item 1(a). Name of Issuer:

The name of the issuer is Magellan Health Services, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 3414 Peachtree
Item 2(a). Name of Person Filing:

This statement is filed by:

(i) Brahman Partners II, L.P., a Delaware limited partnership ("Brahman II") with respect to the shares of Common Stock owned by it;

(ii) Brahman Institutional Partners, L.P. ("Brahman Institutional"), a Delaware limited partnership, with respect to the shares of Common Stock owned by it;

(iii) BY Partners, L.P. ("BY Partners") a Delaware limited partnership, with respect to the shares of Common Stock owned by it;

(iv) Brahman Management, L.L.C. ("Brahman Management"), a Delaware limited liability company and the sole general partner of Brahman II, Brahman Institutional and BY Partners, with respect to the shares of Common Stock owned by Brahman II, Brahman Institutional and BY Partners;

(v) Brahman Capital Corp., a Delaware corporation ("Brahman Capital"), with respect to the shares of Common Stock held for each of (A) BY Partners and (B) Brahman Partners II Offshore, Ltd. ("Brahman Offshore"), a Cayman Islands exempted company; and

(vi) Peter A. Hochfelder, Robert J. Sobel and Mitchell A. Kuflik, each a citizen of the United States, and together the executive officers and directors of Brahman Capital and the sole members of Brahman Management, with respect to shares of Common Stock subject to the control of Brahman Capital and Brahman Management.

The foregoing persons (other than Brahman Offshore) are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business and principal office of the Reporting Persons is 277 Park Avenue, 26th Floor, New York, New York 10172; and of Brahman Offshore is c/o Citco, N.V. Kaya Flamboyan 9, Willemstad, Curacao, Netherlands Antilles.

CUSIP No. 559079108          13G          Page 11 of 15 Pages

Item 2(c). Citizenship:

Each of Brahman II, Brahman Institutional and BY Partners is a Delaware limited partnership. Brahman Management is a Delaware limited liability company. Brahman Offshore is a Cayman Islands exempted company limited by shares. Brahman Capital is a Delaware corporation. Each of Peter A. Hochfelder, Robert J. Sobel and Mitchell A. Kuflik is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, $0.25 par value (the "Common Stock")

Item 2(e). CUSIP Number:

559079108

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

(a) [ ] Broker or dealer registered under Section 15 of the Act,

(b) [ ] Bank as defined in Section 3(a)(6) of the Act,

(c) [ ] Insurance Company as defined in Section 3(a)(19) of
the Act,

(d) [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940,

(e) [ ] Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),

(f) [ ] Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1 (b)(1)(ii)(F),

(g) [ ] Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),

(h) [ ] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,

(i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,

(j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box: [x]

CUSIP No. 559079108

Item 4. Ownership.

A. Brahman Partners II, L.P.
   (a) Amount beneficially owned: 283,700
   (b) Percent of class: 0.9% The percentages used herein and in the rest of Item 4 are calculated based upon the 30,543,065 shares of Common Stock issued and outstanding as of January 31, 1998 as reflected in the Company's form 10-Q for the period ending December 31, 1997.
   (c)(i) Sole power to vote or direct the vote: -0-
        (ii) Shared power to vote or direct the vote: 283,700
        (iii) Sole power to dispose or direct the disposition: -0-
        (iv) Shared power to dispose or direct the disposition: 283,700

B. Brahman Institutional Partners, L.P.
   (a) Amount beneficially owned: 502,500
   (b) Percent of class: 1.6%
   (c)(i) Sole power to vote or direct the vote: -0-
        (ii) Shared power to vote or direct the vote: 502,500
        (iii) Sole power to dispose or direct the disposition: -0-
        (iv) Shared power to dispose or direct the disposition: 502,500

C. BY Partners, L.P.
   (a) Amount beneficially owned: 730,700
   (b) Percent of class: 2.4%
   (c)(i) Sole power to vote or direct the vote: -0-
        (ii) Shared power to vote or direct the vote: 730,700
        (iii) Sole power to dispose or direct the disposition: -0-
        (iv) Shared power to dispose or direct the disposition: 730,700

D. Brahman Management, L.L.C.
   (a) Amount beneficially owned: 1,516,900
   (b) Percent of class: 5.0%
   (c)(i) Sole power to vote or direct the vote: -0-
        (ii) Shared power to vote or direct the vote: 1,516,900
        (iii) Sole power to dispose or direct the disposition: -0-
        (iv) Shared power to dispose or direct the disposition: 1,516,900

E. Peter A. Hochfelder
   (a) Amount beneficially owned: 1,737,200
   (b) Percent of class: 5.7%
   (c)(i) Sole power to vote or direct the vote: -0-
        (ii) Shared power to vote or direct the vote: 1,737,200
        (iii) Sole power to dispose or direct the disposition: -0-
        (iv) Shared power to dispose or direct the disposition: 1,737,200

F. Robert J. Sobel
Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Brahman II, BY Partners and Brahman Institutional are each private investment partnerships, the sole general partner of which is Brahman Management. As the sole general partner of Brahman II, BY Partners and Brahman Institutional, Brahman Management has the power to vote and dispose of the shares of Common Stock owned by each of Brahman II, BY Partners and Brahman Institutional and, accordingly, may be deemed the "beneficial owner" of such shares. The managing members of Brahman Management are Peter Hochfelder, Mitchell Kuflik and Robert Sobel.

Pursuant to an investment advisory contract (and, in the case of BY Partners, pursuant to an arrangement between Brahman Management and Brahman Capital), Brahman Capital currently has the power to vote and dispose of the shares of Common Stock held for the account of each of Brahman Offshore and BY Partners and, accordingly, may be deemed the "beneficial owner" of such shares. Messrs. Hochfelder, Sobel and Kuflik are the executive officers and directors of Brahman Capital.


Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.


Not applicable.

Item 10. Certification.

Each of the Reporting Persons and Brahman Offshore hereby make the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or
After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: April 27, 1998

BRAHMAN PARTNERS II, L.P.
By: BRAHMAN MANAGEMENT, L.L.C.

By:/s/ Peter A. Hochfelder
Name: Peter A. Hochfelder
Title: Managing Member

BRAHMAN INSTITUTIONAL PARTNERS, L.P.
By: BRAHMAN MANAGEMENT, L.L.C.

By:/s/ Peter A. Hochfelder
Name: Peter A. Hochfelder
Title: Managing Member

BY PARTNERS, L.P.
By: BRAHMAN MANAGEMENT, L.L.C.

By:/s/ Peter A. Hochfelder
Name: Peter A. Hochfelder
Title: Managing Member

BRAHMAN MANAGEMENT, L.L.C.

By:/s/ Peter A. Hochfelder
Name: Peter A. Hochfelder
Title: Managing Member

BRAHMAN CAPITAL CORP.

By:/s/ Peter A. Hochfelder
Name: Peter A. Hochfelder
Title: President

/s/ Peter A. Hochfelder
   Peter A. Hochfelder

/s/ Robert J. Sobel
    Robert J. Sobel

/s/ Mitchell A. Kuflik
    Mitchell A. Kuflik