

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

240.13d-102
SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
(S)240.13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT
TO (S)240.13D-2

(Amendment No. 1)*

Affiliated Managers Group

(Name of Issuer)

Common Stock

(Title of Class of Securities)

008252108

(CUSIP Number)

December 31, 1998

Date of Event Which Requires Filing of this
Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1(b)
 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 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).

CUSIP NO. 008252108 13G

NAME OF REPORTING PERSON

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

BankAmerica Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5
NUMBER OF SHARES -0-

SHARED VOTING POWER

6 BENEFICIALLY 1,304,460

OWNED BY

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8 WITH 1,305,160

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 1,305,160

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 7.44%

TYPE OF REPORTING PERSON*

12 HC

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP NO. 008252108

13G

NAME OF REPORTING PERSON

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

Bank of America NT&SA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US National Bank

SOLE VOTING POWER

5
NUMBER OF
SHARES 89,700

SHARED VOTING POWER

6
BENEFICIALLY
OWNED BY

SOLE DISPOSITIVE POWER

7
EACH
REPORTING 60,400

SHARED DISPOSITIVE POWER

8
WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 90,400

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 .51%

TYPE OF REPORTING PERSON*

12 BK

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP NO. 008252108

13G

NAME OF REPORTING PERSON

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

NB Holdings Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 North Carolina

SOLE VOTING POWER

5
NUMBER OF SHARES -0-

SHARED VOTING POWER

6
BENEFICIALLY OWNED BY 1,205,950

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8 WITH 1,205,950

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 1,205,950

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 6.88%

TYPE OF REPORTING PERSON*

12 HC

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP NO. 008252108

13G

NAME OF REPORTING PERSON

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

NationsBank NA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION
4 US National Bank

SOLE VOTING POWER

5
NUMBER OF SHARES 29,400

SHARED VOTING POWER

6
BENEFICIALLY OWNED BY 206,400

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 29,400

SHARED DISPOSITIVE POWER

8
WITH 206,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9 235,800

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 1.34%

TYPE OF REPORTING PERSON*

12 BK

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP NO. 008252108 13G

NAME OF REPORTING PERSON

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

NationsBanc Investments Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a)

(b) []

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 North Carolina

SOLE VOTING POWER

5

NUMBER OF

970,150

SHARES

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

EACH

SOLE DISPOSITIVE POWER

7

REPORTING

970,150

PERSON

SHARED DISPOSITIVE POWER

8

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 970,150

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

10

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

5.53%

TYPE OF REPORTING PERSON*

12

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP NO. 008252108

13G

NAME OF REPORTING PERSON

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

NationsBanc Advisors Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) []

(b) []

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 North Carolina

SOLE VOTING POWER

5

NUMBER OF
SHARES

122,700

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

SOLE DISPOSITIVE POWER

7

EACH
REPORTING

122,700

PERSON

SHARED DISPOSITIVE POWER

8

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 122,700

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

.70%

TYPE OF REPORTING PERSON*

12

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP NO. 008252108

13G

NAME OF REPORTING PERSON

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

TradeStreet Investments Associates

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 North Carolina

SOLE VOTING POWER

5

NUMBER OF 206,400

SHARES

SHARED VOTING POWER

6

BENEFICIALLY

OWNED BY

EACH

7

SOLE DISPOSITIVE POWER

REPORTING 206,400

PERSON

SHARED DISPOSITIVE POWER

8

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 206,400

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

10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 1.18%

TYPE OF REPORTING PERSON*

12 IA

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 008252108 13G

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

1 BankAmerica Capital Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) []

(b) []

3

 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 Illinois

 SOLE VOTING POWER
 5
 NUMBER OF SHARES 8,810

 SHARED VOTING POWER
 6
 BENEFICIALLY OWNED BY

 SOLE DISPOSITIVE POWER
 7
 EACH REPORTING PERSON 8,810

 SHARED DISPOSITIVE POWER
 8
 WITH

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9 8,810

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

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11 .05%

 TYPE OF REPORTING PERSON*
 12 CO

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1 (a) Name of Issuer: Affiliated Managers Group
 (b) Address of Issuer's
 Principal Executive 2 International Place 23rd
 Floor
 Offices: Boston, MA 02110

Item 2 (a) Names of Person Filing:
 BankAmerica Corporation (BAC)*
 Bank of America NT&SA (BANT&SA)
 BankAmerica Capital Corp. (BCC)
 NB Holdings Corporation
 NationsBank NA
 NationsBanc Advisors Inc. (NBAI)
 TradeStreet Investments Associates
 (TS)
 NationsBanc Investments Inc. (NBII)

(b) Address of Principal

Business Offices:

BAC
NB Holdings Corp.
NBAI
TS
NBII
Charlotte, NC 28255

100 North Tryon St.

NationsBank NA
110 S. Tryon St.
Charlotte, NC 28255

BANT&SA
555 California St.
San Francisco, CA 94104

BCC
Chicago, Ill.

(c) Citizenship: BAC Delaware
NB Holdings Corp North
Carolina
NationsBank NA US National Bank
NBAI North Carolina
TS North Carolina
BANT&SA US National Bank
NBII North Carolina

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 008252108

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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 (15 U.S.C. 78o)

(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)

(c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)

(d) Investment Company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8)

* On September 30, 1998, BankAmerica Corporation, a Delaware corporation merged with and into NationsBank Corporation, which was the surviving corporation in the Merger and then changed its name to "BankAmerica Corporation" ("BankAmerica"). As a result of the mergers, BankAmerica succeeded to the assets and liabilities of both NationsBank and Old BankAmerica. Additional information regarding these mergers is set forth in NationsBank's Current Report on Form 8-K filed April 17, 1998, as amended.

BankAmerica is a bank holding company registered under the Bank Holding Company Act of 1956, as amended, with its principal executive offices located in Charlotte, North Carolina.

(e) An investment adviser in accordance with (S)240.13d-

1(b)(1)(ii)(E)

(f) An employee benefit plan or endowment fund

in accordance

with (S)240.13d-1(b)(1)(ii)(F)

(g) A parent holding company or control person
in accordance

with (S)240.13d-1(b)(ii)(G)

(h) A savings association as defined in Section
3(b) of the
Federal Deposit Insurance Act (12 U.S.C. 1813)

(i) A church plan that is excluded from the
definition of an
investment company under section 3(c)(14) of
the
Investment Company Act of 1940 (15 U.S.C. 80a-
3)

(j) Group, in accordance with (S)240.13d-
1(b)(1)(ii)(J)

If this statement is filed pursuant to (S)240.13d-1(c), check this
box.

Item 4 *Ownership

With respect to the beneficial ownership of the
reporting entity as of 12-31-98, see Items 5 through 11,
inclusive, of the respective cover pages of this Schedule 13G
applicable to such entity which are incorporated herein by
reference.

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* By virtue of the corporate relationships between Reporting
Persons as
described in Item 7, BAC (the parent company) may be deemed
to possess
indirect beneficial ownership of shares beneficially owned
directly by its
subsidiaries. Similarly, higher tier BAC subsidiaries may be
deemed to possess indirect beneficial ownership of shares
beneficially owned directly by lower tier BAC subsidiaries. The
power to vote and to dispose of shares may be deemed to be shared
between entities due to their corporate relationships.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact
that as of the
date hereof the reporting person has ceased to be the
beneficial
owner of more than five percent of the class of
securities, check
the following

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

Not Applicable.

Item 7 Identification and Classification of the Subsidiaries
Which
Acquired the Security Being Reported on by the Parent
Holding
Company.

Pursuant to Rule 13d-1(b)(1)(ii)(G) of the Securities Exchange Act
of 1934, BankAmerica Corporation is filing this Form 13GA as a
parent holding company of the following:

1. NB Holdings Corporation, which is a holding company of its
subsidiaries:

NationsBank NA a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.

NationsBanc Advisors Inc. a registered Investment Advisor under Section 203 of the Investment Advisors Act of 1940.

TradeStreet Investment Associates Inc. a registered Investment Advisor under Section 203 of the Investment Advisors Act of 1940.

NationsBanc Investments Inc. is a Investment Advisor under Section 203 of the Investment Advisors Act of 1940.

2. BankAmerica NT&SA bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.

3. BankAmerica Capital Corporation is a wholly owned investment subsidiary of BankAmerica Corporation.

Item 8 Identification and Classification of Members of the Group.

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Item 9 Notice of Dissolution of Group.

Item 10 Not Applicable.
Certification.

[x] By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 effect. (13d-1(b)).

[] 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 effect. (13d-1(c)).

SIGNATURE

- -----

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 1999

BANKAMERICA CORPORATION*
BANKAMERICA NT&SA
BANKAMERICA CORP
NB HOLDINGS CORP

NATIONSBANK NA
TRADESTREET INVESTMENT ASSOCIATES
NATIONSBANC ADVISORS INC.
NATIONSBANC INVESTMENTS INC.

*By: /s/ STEPHEN A DOYLE

Stephen A Doyle
Vice President
Corporate Compliance

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(f)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: January 28, 1999

BANKAMERICA CORPORATION*
BANKAMERICA NT&SA
BANKAMERICA CAPITAL CORP
NB HOLDINGS CORP
NATIONSBANK NA
TRADESTREET INVESTMENT ASSOCIATES
NATIONSBANC ADVISORS INC.
NATIONSBANC INVESTMENTS INC.

*By: /s/ STEPHEN A DOYLE

Stephen A Doyle
Vice President
Corporate Compliance

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