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| FORM 4 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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[ ] Check this box if
no longer subject
to Section 16.
Form 4 or Form 5
obligations may
continue. See
Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Filed pursuant to Section 16(a) of the Securities
Exchange Act of 1934, Section 17(a) of the
Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

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Demirjian                Charles                A.
-----
  (Last)                (First)                (Middle)
-----
615 N. Wabash
-----
                        (Street)
-----
Chicago                IL                60611
-----
  (City)                (State)                (Zip)

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2. Issuer Name and Ticker or Trading Symbol The Metzler Group, Inc. (METZ)

3. IRS or Identification Number of Reporting Person if an entity
(Voluntary)

4. Statement for Month/Year 4/99

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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[ ] Director      [X] Officer          [ ] 10% Owner      [ ] Other
                   (give title below)                (specify below)
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Vice President, General Counsel & Secretary
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7. Individual or Joint/Group Filing (Check Applicable Line)

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X   Form filed by One Reporting Person
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___ Form filed by More than One Reporting Person

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1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
			Code	V	Amount			
Common	4/8/99	M	V	18,750	A	22.67	18,965	D
Stock, \$.001								
par value								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If this form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/Day/Year)	4. Transac- tion Code (Instr. 8)		5. Number of Deriv- ative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
			Code	V	(A)	(D)
Options	22.67	4/8/99	M	V		18,750

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)--CONTINUED

6. Date Exer- cisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or Indi- rect (I)	11. Na- ture of In- direct Bene- ficial Owner- ship (Instr. 4)
	Date Exer- cisable	Title				

(Instr. 4) (Instr. 4)

4/1/99 9/1/07 Common Stock 18,750 22.67 93,750 D

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

/S/ CHARLES A. DEMIRJIAN

4/9/99

**Signature of Reporting Person

Date