

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Amendment No \_\_\_\_\_

\_\_\_\_\_  
Name of Issuer

\_\_\_\_\_The Metzler Group, Inc.\_\_\_\_\_

Title of Class of Securities

\_\_\_\_\_Common Stock, par value \$.001\_\_\_\_\_

CUSIP Number

\_\_\_\_\_592903 10 8\_\_\_\_\_

CUSIP No: 592903  
10 8

1 Name of Reporting Person David J. Donovan

S.S. Number of Above Person

2 Check the Appropriate Box if a Member of a Group \*

(a) [ ]

(b) [ ]

3 SEC Use Only

4 Citizenship or Place of Organization

U.S. Citizen

5 Sole Voting Power

Number of Shares Beneficially Owned By Each Reporting Person With

1,060,000

6 Shared Voting Power

7 Sole Dispositive Power

8 Shared Dispositive Power

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,060,000

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares \*  
[ ]

11 Percent of Class Represented by Amount in Row 9

10%

12 Type of Reporting Person \*

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1

(a) The Metzler Group, Inc.

(b) 520 Lake Cook Road, Suite 500, Deerfield, Illinois 60015

Item 2

(a) David J. Donovan

(b) 520 Lake Cook Road, Suite 500, Deerfield, Illinois 60015

(c) U.S. Citizen

(d) Common Stock, par value \$.001

(e) 592903 10 8

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-1(b), or 13d-2(b), 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 section 3(a)(19) of the Act

(d) [ ] Investment Company registered under section 8 of the Investment Company Act

(e) [ ] Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

(f) [ ] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see 240.13d-1(b)(1)(ii)(F)

(g) [ ] Parent Holding Company, in accordance with 240.13d-1(b)(ii)(G) (Note: See Item 7)

(h) [ ] Group, in accordance with 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership

(a) Amount Beneficially Owned: 1,060,000

(b) Percent of Class: 10%

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

(i) sole power to vote or to direct the vote  
1,060,000

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

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

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

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.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to the effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

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

The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

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 purposes or effect.

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 February 13, 1997

Signature David J. Donovan

Name/Title \_David J. Donovan, Sr. Vice President\_\_\_\_\_