

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1999-03-26**
SEC Accession No. **0000935836-99-000125**

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SUBJECT COMPANY

ADMINISTAFF INC IDE

CIK: **1000753** | IRS No.: **760479645** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-48651** | Film No.: **99574659**
SIC: **7363** Help supply services

Mailing Address

*19001 CRESCENT SPRINGS
DR
KINGWOOD TX 77339*

Business Address

*19001 CRESCENT SPRINGS
DR
KINGWOOD TX 77339
7133588986*

FILED BY

WEST HIGHLAND CAPITAL INC/LHG/WHP/PB/BP

CIK: **904938** | IRS No.: **680152277** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address

*300 DRAKES LANDING ROAD
SUITE 290
GREENBRAE CA 94904*

Business Address

*300 DRAKES LANDING RD
SUITE 290
GREENBRAE CA 94904
4154619453*

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

ADMINISTAFF, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

007094105
(CUSIP Number)

February 3, 1999
(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 disclosures provided in a
prior cover page.

The information required on 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).

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 control number.

1 NAME OF REPORTING PERSONS
 IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) /X /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
		6	SHARED VOTING POWER
			1,350,000
		7	SOLE DISPOSITIVE POWER
			0
		8	SHARED DISPOSITIVE POWER
			1,350,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,350,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.4%

12 TYPE OF REPORTING PERSON (See Instructions)
CO and IA

CUSIP No. 007094105

1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Esterio Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) /X /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,201,549
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,201,549

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,201,549

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
8.4%

12 TYPE OF REPORTING PERSON (See Instructions)
00

Page 3 of 11

CUSIP No. 007094105

1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Lang H. Gerhard

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)
(a) / X /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,000,000
	6	SHARED VOTING POWER 1,350,000
	7	SOLE DISPOSITIVE POWER 1,000,000
	8	SHARED DISPOSITIVE POWER 1,350,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,350,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
16.4%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

Page 4 of 11

CUSIP No. 007094105

1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

West Highland Partners, L.P.

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

(a) /X /

(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
0

6

SHARED VOTING POWER
987,549

7

SOLE DISPOSITIVE POWER
0

8

SHARED DISPOSITIVE POWER
987,549

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
987,549

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.9%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

CUSIP No. 007094105

1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Buttonwood Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) /X /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		214,000
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		214,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
214,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.5%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

CUSIP No. 007094105

13G

ITEM 1.

(a) The name of the issuer is Administaff, Inc. (the "Issuer").

(b) The principal executive office of the Issuer is located at 19001 Crescent Springs Drive, Kingwood, TX 77339.

ITEM 2.

(a) The names of the persons filing this statement are West Highland Capital, Inc. ("WHC"), Lang H. Gerhard ("Gerhard"), Estero Partners, LLC ("LLC"), West Highland Partners, L.P. ("WHP") and Buttonwood Partners, L.P. ("BP") (collectively, the "Filers").

(b) The principal business office of the Filers is located at 300 Drakes Landing Road, Suite 290, Greenbrae, CA 94904.

(c) WHC is a California corporation, LLC is a California limited liability company, WHP and BP are California limited partnerships and Gerhard is a United States citizen.

(d) This statement relates to shares of Common Stock of the Issuer (the "Stock").

(e) The CUSIP number of the Stock is 007094105.

Page 7 of 11

CUSIP No. 007094105

13G

ITEM 3. If this statement is filed pursuant to rule 240.13d-1(b), or 240.13d-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 of 1940 (15 U.S.C. 80a-8).
- (e) _____ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) _____ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) _____ A parent holding company or control person in accordance with 240.13d-1(b)(1)(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 section 240.13d-1(b)(1)(ii)(J)

Page 8 of 11

ITEM 4. OWNERSHIP.

See Items 5-9 and 11 of the cover sheet for each Filer.

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

WHC is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. Gerhard is the sole shareholder of WHC and the Manager of LLC. WHC, LLC and Gerhard are the general partners of WHP and BP, which are investment limited partnerships. No single client of WHC, other than WHP, holds more than five percent of the Stock.

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

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 2(a) of this Schedule.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. 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 effect.

Page 9 of 11

SIGNATURES

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.

DATED: March 26, 1999

LANG H. GERHARD

WEST HIGHLAND PARTNERS, L.P.

By: West Highland
Capital, Inc.
Attorney-in-Fact

By: West Highland
Capital, Inc.
Attorney-in-Fact

By: /s/Bonnie George
Bonnie George
Chief Operating Officer

By: /s/Bonnie George
Bonnie George
Chief Operating
Officer

WEST HIGHLAND CAPITAL, INC.

BUTTONWOOD PARTNERS, L.P.

By: /s/Bonnie George
Bonnie George
Chief Operating Officer

By: /s/Bonnie George
Bonnie George
Chief Operating Officer

ESTERO PARTNERS, LLC

By: West Highland Capital, Inc.
Attorney-in-Fact
By: /s/Bonnie George
Bonnie George
Chief Operating Officer

Page 10 of 11

CUSIP No. 007094105

13G

EXHIBIT A

AGREEMENT REGARDING JOINT FILING
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of securities of Intermedia Communications, Inc. and any other issuer, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G. For that purpose, the undersigned hereby constitute and appoint West Highland Capital, Inc., a California corporation, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present,

until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.

DATED: May 15, 1998

/s/ Lang H. Gerhard
Lang H. Gerhard

WEST HIGHLAND PARTNERS, L.P.

By: /s/ Lang H. Gerhard
Lang H. Gerhard
General Partner

WEST HIGHLAND CAPITAL, INC.

By: /s/ Bonnie George
Bonnie George, Chief
Operating Officer

BUTTONWOOD PARTNERS, L.P.

By: /s/ Lang H. Gerhard
Lang H. Gerhard
General Partner

ESTERO PARTNERS, LLC

By: /s/ Lang H. Gerhard
Lang H. Gerhard
Manager

Page 11 of 11

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