

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

PIA Merchandising Services, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

693360 10 9

(CUSIP Number)

*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).

(Continued on following page(s))

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Page 2 of 4 Pages

(1) Names of Reporting Persons.
S.S. or I.R.S. Identification Nos. of above persons (entities only).

Clinton E. Owens

(2) Check the Appropriate Box if a Member (a) / /
of a Group * (b) / /

(3) SEC Use Only

(4) Citizenship or Place of Organization
United States

Number of Shares (5) Sole Voting Power
Beneficially 734,720

Owned by (6) Shared Voting Power
Each Reporting Person With -0-

(7) Sole Dispositive Power
734,720

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
734,720

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares* / /

(11) Percent of Class Represented by Amount in Row (9)
12.3

(12) Type of Reporting Person *
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1 (A). NAME OF ISSUER
PIA Merchandising Services, Inc.

ITEM 1 (B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
19900 MacArthur Boulevard, Suite 900, Irvine,
California 92718

ITEM 2 (A). NAME OF PERSON(S) FILING
Clinton E. Owens

ITEM 2 (B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
1933 Bayside Dr., Corona Del Mar, CA 92625

ITEM 2 (C). CITIZENSHIP
United States

ITEM 2 (D). TITLE OF CLASS OF SECURITIES
This filing is made in regard to the Common Stock, \$.01 par value
per share, of PIA Merchandising Services, Inc. (the "Common
Stock").

ITEM 2 (E). CUSIP Number
693360 10 9

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 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 in section 3(a)(19) of the Act
- (d) / / Investment Company registered under section 8 of the Investment
Company Act
- (e) / / Investment Adviser registered under Seciton 203 of the Investment
Company Act
- (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 Rule 13d-1(b)(1)(ii)(F)
- (g) / / Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G)
(Note: See Item 7)
- (h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H)

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:
At December 31, 1998 the filing person beneficially owned 734,720 shares
of Common Stock

(b) Percent of class:
12.3

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

- (i) sole power to vote or to direct the vote
734,720
- (ii) shared power to vote or to direct the vote
0
- (iii) sole power to dispose or to direct the disposition of
734,720
- (iv) shared power to dispose or to direct the disposition of
0

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 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
Not applicable

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 acquired and are held 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.

February 12, 1999

Date

/s/ Clinton E. Owens

Signature

/s/ Clinton E. Owens

Name/Title