

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

SCHEDULE 13D

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

CREDIT ACCEPTANCE CORPORATION
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

225310101
(CUSIP Number)

Mr. Thomas W. Smith
323 Railroad Avenue
Greenwich, CT 06830
(203) 661-1200

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 14, 1998
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* 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 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).

CUSIP No. 225310101

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

Thomas W. Smith

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

00 (Funds of Managed Accounts), PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

347,000

NUMBER OF

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

3,435,000

OWNED BY EACH

9 SOLE DISPOSITIVE POWER

REPORTING

347,000

PERSON

10 SHARED DISPOSITIVE POWER

WITH

3,435,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,782,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.20%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 225310101

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

Thomas N. Tryforos

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

00 (Funds of Managed Accounts)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(e) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

208

NUMBER OF

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

3,435,000

OWNED BY EACH

9 SOLE DISPOSITIVE POWER

REPORTING

208

PERSON

10 SHARED DISPOSITIVE POWER

WITH

3,435,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,435,208

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

7.45%

14 TYPE OF REPORTING PERSON

IN

Items 3, 4, 5 and 7 are hereby amended as set forth below

Item 3. Source and Amount of Funds or Other Consideration.

[Item 3 is hereby amended so that, as amended, it shall read in its entirety as follows:]

An aggregate of \$41,729,876 of the funds of the Managed Accounts (as hereinafter defined) and \$1,184,109 of the personal funds of Mr. Smith were used to purchase the shares reported herein.

Item 4. Purpose of Transaction.

[Item 4 is hereby amended so that, as amended, it shall read in its entirety as follows:]

As set forth in Item 5, Mr. Smith beneficially owns 3,632,000 shares of Common Stock and Mr. Tryforos beneficially owns 3,435,208 shares of Common Stock in their capacity as investment manager for certain managed accounts (the "Managed Accounts"). In addition, Mr. Smith owns 150,000 shares of Common Stock for his own account (the "Personal Shares"). The Managed Accounts consist of three private investment limited partnerships of which each of the Reporting Persons is a general partner, an employee profit-sharing plan of a corporation of which Mr. Smith is the sole stockholder (for which the two Reporting Persons are trustees), a private investment general partnership for which Mr. Smith is general partner, a private charitable foundation established by Mr. Smith, and trusts or accounts for the benefit of certain family members of Messrs. Smith and Tryforos. Each of the Reporting Persons has acquired beneficial ownership of the Managed Accounts' Shares for the purpose of achieving the investment policies of the Managed Accounts and Mr. Smith has acquired his Personal Shares for investment purposes. Depending upon market conditions, evaluation of alternative investments, and such other factors as he may consider relevant, each of the Reporting Persons may purchase or sell shares of Common Stock for the Managed Accounts or other managed accounts or for his own account if appropriate opportunities to do so are available, on such terms and at such times as such Reporting Person considers desirable. Subject to the foregoing, neither of the Reporting Persons has any present plans or proposals which relate to or would result in any of the actions or events enumerated in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

[Items 5 (a), (b) and (c) are hereby amended so that, as amended, each shall read in its entirety as follows:]

(a) The aggregate number and percentage (based upon information included in the Form 10-Q filed by the issuer for the quarter ended September 30, 1997 that 46,113,115 shares of Common Stock were outstanding as of November 10, 1997) of shares of Common Stock beneficially owned by each of the Reporting Persons is as follows: Mr. Smith -- 3,782,000 shares (8.20%); Mr. Tryforos -- 3,435,208 shares (7.45%). All of such shares are held in the Managed Accounts, except for the Personal Shares.

(b) Mr. Smith has the sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of 347,000 shares of Common Stock. Mr. Tryforos has the sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of 208 shares of Common Stock. Each of the Reporting Persons has shared power to vote or to direct the vote and shared power to dispose or to direct the disposition of 3,435,000 shares of Common Stock.

(c) Since the date of the most recent filing on Schedule 13D, the Reporting Persons purchased an aggregate of 458,600 shares of Common Stock on behalf of the Managed Accounts in open market transactions on the Nasdaq National Market as follows:

Date of Purchase	Number of Shares Purchased	Price Per Share
12/29/97	32,100	\$6.8444
12/30/97	66,100	6.7569
1/6/98	35,000	8.2756

1/7/98	15,000	8.1029
1/8/98	25,400	7.7784
1/9/98	24,600	7.8281
1/9/98	23,000	7.6079
1/12/98	50,000	7.5075
1/13/98	15,400	7.8484
1/14/98	25,000	7.8125
1/14/98	34,000	7.8594
1/15/98	19,500	7.8986
1/15/98	10,000	7.8750
1/16/98	10,000	7.8750
1/16/98	73,500	7.8808

In addition, Mr. Smith purchased the following shares in open market transactions on the Nasdaq National Market:

12/30/97	5,000	\$6.7569
12/31/97	10,000	7.9844
1/2/98	10,000	7.8125
1/5/98	10,000	7.9463
1/6/98	15,000	8.2756
1/7/98	15,000	8.1029
1/8/98	15,000	7.7784
1/9/98	15,000	7.6079
1/12/98	5,000	7.5075
1/13/98	24,600	7.8484
1/14/98	25,400	7.8125

Item 7. Material to be Filed as Exhibits.

[Item 7 is hereby amended so that, as amended, it shall read in its entirety as follows:]

1. Agreement relating to the joint filing of Statement on Schedule 13D dated August 14, 1997 as required by Rule 13d-1(f).

2. Agreement relating to the joint filing of Amendment No. 1 to the Statement on Schedule 13D dated December 29, 1997 as required by Rule 13d-1(f).

3. Agreement relating to the joint filing of Amendment No. 2 to the Statement on Schedule 13D dated January 20, 1998 as required by Rule 13d-1(f).

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: January 20, 1998

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Thomas N. Tryforos

Thomas N. Tryforos

Exhibit Index

Sequentially
Document Numbered Page

- | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------|----|
| 1. | Agreement relating to the joint filing of Statement on Schedule 13D dated August 14, 1997 as required by Rule 13d-1(f). | * |
| 2. | Agreement relating to the joint filing of Amendment No. 1 to the Statement on Schedule 13D dated December 29, 1997 as required by Rule 13d-1(f). | * |
| 3. | Agreement relating to the joint filing of Amendment No. 2 to the Statement on Schedule 13D dated January 20, 1998 as required by Rule 13d-1(f). | 10 |

* Previously filed

Joint Filing Agreement

The undersigned agree that the foregoing Amendment No. 2 to the Statement on Schedule 13D, dated January 20, 1998, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(f).

Dated: January 20, 1998

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Thomas N. Tryforos

Thomas N. Tryforos