

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

OMEGA PROTEIN CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class Securities)

68210P 10 7

(CUSIP Number)

Check the following box if a fee is being paid with this statement [] (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class). (See Rule 13d-7).

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 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).

1. Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons

Zapata Corporation
Employer Identification Number: 76-0562134

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []
(b) []

3. SEC Use Only _____

4. Citizenship or Place of Organization:

State of Delaware

Number of Shares	5. Sole Voting Power	14,504,733
Beneficially Owned by	6. Share Voting Power	-0-
Each Reporting Person	7. Sole Dispositive Power	14,504,733
	8. Shared Dispositive Power	-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

14,504,733

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): []

11. Percent of Class Represented by Amount in Row 9

59.7%

12. Type of Reporting Person (See Instructions):

CO

Item 1 (a) Name of Issuer:
 Omega Protein Corporation

(b) Address of Issuer's Principal Executive Offices:
 1717 St. James Place, Suite 550
 Houston, Texas 77056

Item 2 (a) Name of Person Filing:
 Zapata Corporation

(b) Address of Principal Business Office:
 1717 St. James Place, Suite 550
 Houston, Texas 77056

(c) Citizenship:
 United States

(d) Title of Class of Securities:
 Common Stock, par value \$0.01 per share

(e) CUSIP Number:
 68210P 10 7

Item 3 Not Applicable

Item 4. Ownership

(a)	Amount beneficially owned:	14,504,733
(b)	Percent of class:	59.7%
(c)	(i) sole power to vote or to direct the vote:	14,504,733
	(ii) shared power to vote or to direct the vote:	-0-
	(iii) sole power to dispose or to direct the disposition of:	14,504,733

(iv) shared power to dispose or to direct the disposition of: -0-

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

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. Certifications

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.

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.

Dated: February 12, 1999

ZAPATA CORPORATION

By: /s/ Leonard D. Salvo

Name: Leonard D. Salvo
Title: Vice President Finance