

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Advanced Polymer Systems, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

00754G-10-2
(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 ("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))

SCHEDULE 13G

CUSIP NO. 00754G-10-2

1) Name of Reporting Person Smith Barney Inc.
S.S. or I.R.S Identification 13-1912900
No. of Above Person

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

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares (5) Sole Voting Power 0
Beneficially Owned (6) Shared Voting Power 2,278,704
by Each Reporting (7) Sole Dispositive Power 0
Person with (8) Shared Dispositive Power 2,278,704

9) Aggregate Amount Beneficially
Owned by Each Reporting Person 2,278,704

10) Check if the Aggregate Amount
in Row 9 Excludes Certain
Shares (See Instructions)

11) Percent of Class Represented
by Amount in Row 9 14.5%

12) Type of Reporting Person BD
(See Instructions)

SCHEDULE 13G

CUSIP NO. 00754G-10-2

1) Name of Reporting Person Smith Barney Holdings Inc.
S.S. or I.R.S Identification 06-1274088
No. of Above Person

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

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares (5) Sole Voting Power 0
Beneficially Owned (6) Shared Voting Power 2,278,704
by Each Reporting (7) Sole Dispositive Power 0
Person with (8) Shared Dispositive Power 2,278,704

9) Aggregate Amount Beneficially
Owned by Each Reporting Person 2,278,704

10) Check if the Aggregate Amount
in Row 9 Excludes Certain
Shares (See Instructions)

11) Percent of Class Represented
by Amount in Row 9 14.5%

12) Type of Reporting Person CO
(See Instructions)

Item 1(a) Name of Issuer:

Advanced Polymer Systems, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

3696 Haven Avenue
Redwood City, California 94063-4604

Item 2(a) Names of Persons Filing:

Smith Barney Inc. ("SB")

Smith Barney Holdings Inc. ("SB Holdings")

The Travelers Inc. ("TRV")

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of SB and SB Holdings is:

1345 Avenue of the Americas
New York, NY 10105

The address of the principal business office of TRV is:

65 East 55th Street
New York, NY 10022

Item 2(c) Citizenship:

SB, SB Holdings and TRV are Delaware corporations.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

00754G-10-2

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 Sec. 15 of the Act
- (b) Bank as defined in Sec. 3(a)(6) of the Act
- (c) Insurance Company as defined in Sec. 3(a)(19) of the Act
- (d) Investment Company registered under Sec. 8 of the Investment Company Act
- (e) Investment Adviser registered under Sec. 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 Sec. 240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company, in accordance with Sec. 240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership (as of December 31, 1994)

- (a) Amount Beneficially Owned: See Item 9 of cover pages
- (b) Percent of Class: See Item 11 of cover pages
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
 - (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

See Items 5-8 of cover pages

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

SB Holdings is the sole common stockholder of SB, and TRV is the sole stockholder of SB Holdings.

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, 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: January 26, 1995

SMITH BARNEY INC.

By: /s/ Howard M. Darmstadter

Name: Howard M. Darmstadter
Title: Assistant Secretary

SMITH BARNEY HOLDINGS INC.

By: /s/ Howard M. Darmstadter

Name: Howard M. Darmstadter
Title: Assistant Secretary

THE TRAVELERS INC.

By: /s/ Charles J. Gallo, Jr.

Name: Charles J. Gallo, Jr.
Title: Assistant Controller

EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Agreement among SB, SB Holdings
and TRV as to joint filing of
Schedule 13G

EXHIBIT 2

Disclaimer of beneficial ownership by
SB Holdings and TRV

EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

Each of the undersigned hereby affirms that it is individually eligible to use Schedule 13G, and agrees that this Schedule 13G is filed on its behalf.

Date: January 26, 1995

SMITH BARNEY INC.

By: /s/ Howard M. Darmstadter

Name: Howard M. Darmstadter
Title: Assistant Secretary

SMITH BARNEY HOLDINGS INC.

By: /s/ Howard M. Darmstadter

Name: Howard M. Darmstadter
Title: Assistant Secretary

THE TRAVELERS INC.

By: /s/ Charles J. Gallo, Jr.

Name: Charles J. Gallo, Jr.
Title: Assistant Controller

EXHIBIT 2

DISCLAIMER OF BENEFICIAL OWNERSHIP

Each of the undersigned disclaims beneficial ownership of the securities referred to in the Schedule 13G to which this exhibit is attached, and the filing of this Schedule 13G shall not be construed as an admission that any of the undersigned is, for the purpose of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any securities covered by this Schedule 13G.

Date: January 26, 1995

SMITH BARNEY HOLDINGS INC.

By: /s/ Howard M. Darmstadter

Name: Howard M. Darmstadter

Title: Assistant Secretary

THE TRAVELERS INC.

By: /s/ Charles J. Gallo, Jr.

Name: Charles J. Gallo, Jr.

Title: Assistant Controller