

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)\*

General Communication, Inc.

-----  
(NAME OF ISSUER)

1. Class A Common Stock, no par value ("Class A Common Stock")
2. Class B Common Stock, no par value ("Class B Common Stock")

-----  
(TITLE OF CLASS OF SECURITIES)

1. Class A Common Stock:	369385 10 9
2. Class B Common Stock:	369385 20 8

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(CUSIP NUMBER)

Raymond L. Sutton, Jr.  
Baker & Hostetler LLP  
303 East 17th Avenue, Suite 1100  
Denver, Colorado 80203

-----  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

May 29, 1998

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(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 that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. / /

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) 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 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).

Exhibit Index on Page A-1

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CUSIP Nos.

<TABLE>

<S><C>	
Class A Common Stock:	369385 10 9
Class B Common Stock:	369385 20 8

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1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only)  
Kim Magness

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

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3) SEC Use Only

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4) Source of Funds (See Instructions) N/A. SEE Item 3 below.

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)			
6) Citizenship or Place of Organization U.S.A.			
534,544 (2)	7) Sole Voting Power	Class A Common Stock	755,202 (1)
		Class B Common Stock	
Number of Shares	-----		
0	8) Shared Voting Power	Class A Common Stock	
Beneficially		Class B Common Stock	
Owned by Each	-----		
Reporting Person	9) Sole Dispositive Power	Class A Common Stock	755,202 (1)
534,544 (2)		Class B Common Stock	
With	-----		
0	10) Shared Dispositive Power	Class A Common Stock	
0		Class B Common Stock	
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11) Aggregate Amount Beneficially Owned by Each Reporting Person			
755,202 (1)		Class A Common Stock	
534,544 (2)		Class B Common Stock	
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Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			/ /
-----			
13) Percent of Class Represented by Amount in Row (11)			
1.6% of Class A Common Stock			
13.2% of Class B Common Stock			
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14) Type of Reporting Person (See Instructions) IN			
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</TABLE>

(1) Class B Common Stock is convertible at any time on a one-for-one basis into Class A Common Stock. SEE Item 5 below. The numbers of shares of Class A Common Stock shown in rows 7 through 11 above assume that the shares of Class B Common Stock shown in rows 7 through 11 above have been converted into shares of Class A Common Stock.

(2) SEE Item 5.

ITEM 1. SECURITY AND ISSUER

Kim Magness hereby amends and supplements the statement on Schedule 13D (the "Statement") with respect to the following shares of stock of General Communications, Inc. beneficially owned by Kim Magness:

1. General Communication, Inc. Class A Common Stock, no par value ("Class A Common Stock"); and
2. General Communication, Inc. Class B Common Stock, no par value ("Class B Common Stock").

The issuer of the Class A Common Stock and Class B Common Stock (collectively, the "Company Securities") is General Communication, Inc. (the "Company") whose principal executive offices are located at 2550 Denali Street, Suite 1000, Anchorage, Alaska 99503.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Statement is hereby amended and supplemented by adding the following:

The filing person is the sole trustee and primary current beneficiary of the Kim Magness Irrevocable Trust (the "Kim Magness Trust"). On May 29, 1998, the Estate of Bob Magness (the "Bob Magness Estate") distributed pursuant to the Last Will and Testament of Bob Magness to the Kim Magness Trust 38,334 shares of Class A Common Stock and 310,304 shares of Class B Common Stock as the beneficiary entitled thereto.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Statement is hereby amended and supplemented by adding the following:

The filing person is the sole trustee and primary current beneficiary of the Kim Magness Trust. On May 29, 1998, the Bob Magness Estate distributed pursuant to the Last Will and Testament of Bob Magness to the Kim Magness Trust 38,334 shares of Class A Common Stock and 310,304 shares of Class B Common Stock as the beneficiary entitled thereto. The Bob Magness Estate does not hold any shares of Class A Common Stock or Class B Common Stock as to which there is sole or shared power to vote or dispose of the shares. For purposes of this report, Kim Magness is considered to beneficially own the 38,334 shares of Class A Common Stock and the 310,304 shares of the Class B Common Stock distributed pursuant to the Last Will and Testament of Bob Magness to the Kim Magness Trust since Kim Magness is the sole trustee and current primary beneficiary of the Kim Magness Trust and as such has sole power to vote and dispose the Class A Common Stock and Class B Common Stock held by the Kim Magness Trust. Kim Magness is not a beneficial owner of any shares of Class A Common Stock or Class B Common Stock as to which there is shared power to vote or dispose the shares.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5(a) of the Statement is hereby deleted in its entirety and replaced with the following:

(a) The aggregate number and percentage of the Company Securities beneficially owned by the filing person are as follows:

<TABLE>  
<CAPTION>

TITLE OF CLASS -----	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP -----	PERCENT OF CLASS POWER (1) -----	TOTAL VOTING POWER (1) -----
<S>	<C>	<C>	<C>
Class A Common Stock	755,202 (2) (3) (4)	1.6%	6.5%
Class B Common Stock	534,744 (2) (3) (4)	13.2%	

</TABLE>

- (1) Based on 45,341,813 shares of Class A Common Stock and 4,062,520 shares of Class B Common Stock outstanding on April 30, 1998.
- (2) Class B Common Stock is convertible at any time on a one-for-one basis into Class A Common Stock. The number of shares of Class A Common Stock shown in this Item 5 assume that the shares of Class B Common Stock have been fully converted into shares of Class A Common Stock.

In addition, each share of Class B Common Stock is entitled to 10 votes per share and each share of Class A Common Stock is entitled to one vote per share. Accordingly, when these classes of stock are aggregated, Kim Magness may be deemed to currently beneficially own voting equity securities representing approximately 6.5% of the voting power with respect to a general election of directors of the Company.

- (3) Kim Magness is the personal representative of the Betsy Magness Estate. Accordingly, the following shares beneficially owned by the Betsy Magness Estate are reflected in full in Kim Magness' share information: (i) 375,764 shares of Class A Common Stock, and (ii) 198,440 shares of Class B Common Stock. The foregoing share numbers assume the conversion in full of the shares of Class B Common Stock into shares of Class A Common Stock. SEE footnote 2 to this Item 5(a) for an explanation of the convertibility of the shares of Class B Common Stock into shares of Class A Common Stock.
- (4) Kim Magness is the sole trustee and primary current beneficiary of the Kim

Magness Trust. Accordingly, the following shares beneficially owned by the Kim Magness Trust are reflected in full in Kim Magness' share information (i) 348,638 shares of the Class A Common Stock, and (ii) 310,304 shares of the Class B Common Stock. The foregoing share numbers assume the conversion in full of the shares of Class B Common Stock into shares of Class A Common Stock. SEE footnote 2 to this Item 5(a) for an explanation of the convertibility of the shares of Class B Common Stock into shares of Class A Common Stock.

Item 5(b) of the Statement is hereby deleted in its entirety and replaced with the following:

- (b) The following indicates for the filing person the number of shares of Company Securities as to which there is sole or shared power to vote or dispose of the shares:

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<TABLE>  
<CAPTION>

Class of Security -----	Sole Power -----	Shared Power -----
<S>	<C>	<C>
Class A Common Stock	755,202	0
Class B Common Stock	534,544	0

</TABLE>

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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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: October 8, 1998

/s/ Kim Magness

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Kim Magness

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