

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

(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)

March 5, 1999

(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 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).

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CUSIP Nos.

Class A Common Stock: 369385 10 9
Class B Common Stock: 369385 20 8

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

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

(3) SEC Use Only

(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
Colorado

(7) Sole Voting Class A Common Stock 0
Number of Shares Power Class B Common Stock 0

Beneficially Owned by Each Reporting Person With	(8) Shared Voting Power	Class A Common Stock	0
		Class B Common Stock	0
	(9) Sole Dispositive Power	Class A Common Stock	0
		Class B Common Stock	0
	(10) Shared Dispositive Power	Class A Common Stock	0
		Class B Common Stock	0
(11) Aggregate Amount Beneficially Owned by Each Reporting Person			
		Class A Common Stock	0
		Class B Common Stock	0
(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			/ /
(13) Percent of Class Represented by Amount in Row (11)			
	0% of Class A Common Stock		
	0% of Class B Common Stock		
(14) Type of Reporting Person (See Instructions) 00			

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ITEM 1. SECURITY AND ISSUER

Kim Magness, as the sole trustee and current beneficiary of the Kim Magness Irrevocable Trust (the "Kim Magness Trust"), hereby amends and supplements the Statement on Schedule 13D (the "Statement") with respect to the following shares of stock of General Communication, Inc. beneficially owned by the Kim Magness Trust:

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 at the end thereof:

On March 3, 1999, each of the Kim Magness Trust and the Gary Magness Irrevocable Trust ("Gary Magness Trust") transferred the following Company Securities (representing all the Company Securities held by each of the Kim Magness Trust and the Gary Magness Trust), among other consideration, to Magness FT Investment Company LLC ("FT LLC") in exchange for a 50% membership interest in FT LLC to each of the Kim Magness Trust and the Gary Magness Trust:

<TABLE>
<CAPTION>

SHARES	CLASS
76,668	Class A Common Stock
620,608	Class B Common Stock

</TABLE>

On March 5, 1999, the Kim Magness Trust and the Gary Magness Trust distributed its respective membership interest in FT LLC to Kim Magness and Gary Magness, respectively, as the beneficiaries entitled thereto.

ITEM 4. PURPOSE OF TRANSACTION

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

On March 3, 1999, each of the Kim Magness Trust and the Gary Magness Trust transferred the following Company Securities (representing all the Company Securities held by each of the Kim Magness Trust and the Gary Magness

Trust), among other consideration, to FT LLC in exchange for a 50% membership interest in FT LLC to each of the Kim Magness Trust and the Gary Magness Trust:

SHARES	CLASS
76,668	Class A Common Stock
620,608	Class B Common Stock

On March 5, 1999, the Kim Magness Trust and the Gary Magness Trust distributed its respective membership interest in FT LLC to Kim Magness and Gary Magness, respectively, as the beneficiaries entitled thereto. The Kim Magness Trust 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 shares.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 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:

TITLE OF CLASS	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS POWER	TOTAL VOTING POWER
Class A Common Stock	0(1)	0%	0%
Class B Common Stock	0(1)	0%	

(1) On March 5, 1999, each of the Kim Magness Trust and the Gary Magness Trust transferred the following Company Securities (representing all the Company Securities held by each of the Kim Magness Trust and the Gary Magness Trust), among other consideration, to FT LLC in exchange for a 50% membership interest in FT LLC to each of the Kim Magness Trust and the Gary Magness Trust:

SHARES	CLASS
76,668	Class A Common Stock
620,608	Class B Common Stock

On March 5, 1999, the Kim Magness Trust and the Gary Magness Trust distributed its respective membership interest in FT LLC to Kim Magness and Gary Magness, respectively, as the beneficiaries entitled thereto. The Kim Magness Trust 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 shares.

(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:

Class of Security	Sole Power	Shared Power
Class A Common Stock	0	0
Class B Common Stock	0	0

- (c) The transactions described in Item 4 are the only transactions effected during the last sixty days by the persons named in Item 5(a) above.
- (d) No person is known by the filing person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Company Securities identified in this Item 5.
- (e) The date on which the reporting person ceased to be the beneficial owner of more than five percent of the class of securities was March 5, 1999.

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SIGNATURES

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: March 13, 1999

KIM MAGNESS IRREVOCABLE TRUST

/s/ Kim Magness

By: Kim Magness, Trustee

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