

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

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the fiscal year ended December 31, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

A. Full title of the plan and the address of the plan if different from that of
the issuer named below:

GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of
its principal executive office:

GENERAL COMMUNICATION, INC.
2550 Denali Street, Suite 1000
Anchorage, Alaska 99503

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GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN

FORM 11-K

FOR THE YEAR ENDED DECEMBER 31, 1998

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Independent Auditors' Report

We have audited the accompanying statements of net assets available for plan benefits of General Communication, Inc. Qualified Employee Stock Purchase Plan as of December 31, 1998 and 1997, and the related statements of changes in net assets available for plan benefits for each of the years in the three-year period ended December 31, 1998. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of General Communication, Inc. Qualified Employee Stock Purchase Plan at December 31, 1998 and 1997, and the changes in those net assets available for plan benefits for each of the years in the three-year period ended December 31, 1998, in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Anchorage, Alaska
June 4, 1999

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<TABLE>

GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN

Statements of Net Assets Available for Plan Benefits

December 31, 1998 and 1997

<CAPTION>

	1998	1997
	-----	-----
<S>	<C>	<C>
Cash and cash equivalents (note 5)	\$ 217,275	322,862
	-----	-----
Investments (note 6):		
General Communication, Inc. common stock	11,465,427	14,212,992
MCI WorldCom common stock	700,711	300,547
Tele-Communications, Inc. common stock	265,459	161,366
Mutual fund investments	3,152,174	2,992,635
Participant notes receivable	449,309	463,876
	-----	-----
	16,033,080	18,131,416
	-----	-----
Contributions receivable:		
Employee	119,803	88,807
Employer	645,730	76,891
	-----	-----
	765,533	165,698
	-----	-----
Investment income receivable	2,087	2,959
	-----	-----
Net assets available for plan benefits	\$ 17,017,975	18,622,935
	=====	=====

</TABLE>

See accompanying notes to financial statements.

GENERAL COMMUNICATION, INC. QUALIFIED EMPLOYEE STOCK PURCHASE PLAN			
Statements of Changes in Net Assets Available for Plan Benefits			
Years Ended December 31, 1998, 1997 and 1996			
<CAPTION>	1998	1997	1996
	-----	-----	-----
<S>	<C>	<C>	<C>
Contributions:			
Employee	\$ 2,654,679	2,184,207	
1,170,538			
Employer	2,327,352	1,717,527	
1,033,618			
Rollover from cable entities (note 6)	---	1,563,137	

	-----	-----	-----
2,204,156	4,982,031	5,464,871	
	-----	-----	-----
Investment income (notes 6 and 7):			
Interest income	56,821	83,519	
20,642			
Dividend income	50,604	68,377	
8,113			
Capital gains distributions	128,766	256,775	

Net realized losses on investments	(14,354)	(267,048)	

Net change in unrealized appreciation (depreciation) of investments	(6,245,276)	(2,495,729)	
5,550,089			
	-----	-----	-----
	(6,023,439)	(2,354,106)	
5,578,844			
	-----	-----	-----
Increase (decrease) in net assets available for plan benefits	(1,041,408)	3,110,765	
7,783,000			
Employee withdrawals	563,552	1,375,412	
799,994			
	-----	-----	-----
Net increase (decrease) in net assets available for plan benefits	(1,604,960)	1,735,353	
6,983,006			
Net assets available for plan benefits at beginning of period	18,622,935	16,887,582	
9,904,576			
	-----	-----	-----
Net assets available for plan benefits at end of period	\$ 17,017,975	18,622,935	
16,887,582			
	=====	=====	

</TABLE>
See accompanying notes to financial statements.

(1) Description of Plan

The following description of the General Communication, Inc. Qualified Employee Stock Purchase Plan ("Plan") provides general information only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering employees of General Communication, Inc. ("GCI") and affiliated companies (collectively, the "Company") who have completed one year of service, as defined in the Plan document. Affiliated companies include GCI, Inc., GCI Holdings, Inc., GCI Communication Corp., GCI Communication Services, Inc., GCI Leasing Co., Inc., GCI Cable, Inc., GCI Cable/Fairbanks, Inc., GCI Cable/Juneau, Inc., GCI Transport Co., Inc., GCI Fiber Co., Inc., Fiber Hold Company, Inc. and Alaska United Fiber System Partnership.

Contributions

The Plan provides for a qualified cash or deferred arrangement as defined in Section 401(k) of the Internal Revenue Code of 1986 ("Code"). A participant may elect the following methods to make employee contributions:

- (1) Salary Reduction Contributions ("before-tax contributions") which will not be included in the participant's current earnings for federal income tax purposes but rather are taxable upon distribution; or,
- (2) Non-qualified Voluntary Contributions ("after-tax contributions") which will be included in the participant's current earnings for federal income tax purposes and are not taxable upon distribution.

Eligible employees of the Company may elect to reduce their compensation in any amount up to 10% of such compensation up to a maximum of \$10,000 in 1998 and \$9,500 in 1997 and 1996; they may contribute up to 10% of their compensation with after-tax dollars; or they may elect a combination of salary reduction and after-tax contributions. The Company may match employee salary reduction and after-tax contributions in any amount determined by the Company's Board of Directors each year, but not more than 10% of any one employee's compensation will be matched in any pay period. Forfeitures will be allocated along with the Company matching contributions. All matching contributions are invested in GCI Class A or Class B common stock. The combination of salary reduction, after-tax, forfeited and matching contributions cannot exceed the lesser of 25% of any employee's compensation (determined after salary reduction) for any year, or \$30,000. Compensation considered for all Plan purposes is subject to a compensation ceiling of \$160,000 for 1998 and 1997 and \$150,000 for 1996.

Employee contributions invested in GCI Class A and Class B common stock may receive up to 100% matching, as determined by the Company's Board of Directors each year, in GCI Class A and Class B common stock. Employee contributions invested in other than GCI Class A and Class B common stock may receive up to 50% matching, as determined by the Company's Board of Directors each year, in GCI Class A and Class B common stock.

Matching amounts contributed to the Plan by the Company are not taxed to the employee until distribution upon retirement, hardship or termination of employment. Plan earnings are taxable to the employee either upon distribution or, in the case of GCI common stock distributions, upon the eventual disposition of the stock.

Participant Accounts

Each participant account is credited with the participant's contributions, the employer matching contributions, allocations of Plan earnings and forfeitures. Plan earnings are allocated quarterly. Earnings of assets other than GCI Class A and Class B common stock are allocated based on the participant's weighted average account balance (excluding Company common stock) as a proportion of total weighted average account balances (excluding Company common stock) during the calendar quarter. Earnings on Company common stock are allocated to the accounts holding such Company common stock, based upon the number of shares held by each participant account at the end of the calendar quarter.

Vesting

A participant's interest in his or her Salary Reduction Account and Non-qualified Voluntary Account is always fully vested and is not subject to forfeiture.

The participant's interest in the Company Matching Account is vested based upon years of service with the Company (as defined in the Plan document), in accordance with the following schedule:

Years of Service	Vested Percentage
Less than 1	0%
1 or more but less than 2	20%
2 or more but less than 3	30%
3 or more but less than 4	45%
4 or more but less than 5	60%
5 or more but less than 6	80%
6 or more	100%

Any portion of a participant's account which is forfeitable shall be forfeited on the earlier of the date a terminated participant receives a distribution or the date on which the participant experiences five consecutive one-year breaks in service (as defined in the Plan document).

A participant's interest in the Company Matching Account fully vests without regard to the number of years of service when the participant, while still employed: (i) attains Normal Retirement Age (as defined in the Plan document) and retires under the terms of the Plan; (ii) dies, or (iii) becomes totally and permanently disabled. A participant's interest in the Company Matching Account fully vests upon the termination or partial termination of the Plan or upon complete discontinuance of Company contributions.

If a participant terminates participation for any reason other than attainment of Normal Retirement Age and retirement, death or disability while any portion of his or her account in the Plan is forfeitable, and receives a distribution of his or her vested account balance attributable to Company matching contributions not later than the close of the second Plan year following the Plan year in which participation terminated, then upon becoming an eligible employee, the participating employee will have the right to repay the distribution to the Plan in accordance with Plan provisions. The shares of that participating employee's account previously forfeited will be restored.

Forfeitures

If a participating employee terminates participation for any reason other than attainment of Normal Retirement Age and retirement, death or disability, that portion of his or her account attributable to Company matching contributions which has not vested will be forfeited. All amounts so forfeited will be allocated along with the employer matching contribution to the remaining participating employees during the first calendar quarter after the end of the year in which the forfeitures occur. Forfeitures are immaterial to the financial statements as a whole and are not accrued at year end.

Participant Notes Receivable

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the appropriate investment fund from (to) the participants' notes receivable. Loan terms range from 1-5 years. The loans are secured by the vested balance in the participant's account and bear interest at National Bank of Alaska's prime rate plus 2%, fixed at the loan date. Principal and interest is paid ratably through semi-monthly payroll deductions.

(2) Summary of Significant Accounting Policies

The Plan financial statements are based on the accrual method of accounting in accordance with generally accepted accounting principles. Plan investments are stated at current fair market value.

In preparing the financial statements, the Plan administrator is required to make certain estimates and assumptions that affect the

reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and additions and deductions to/from net assets for the period. Actual results could differ from those estimates and assumptions.

The current value of GCI Class A common stock, MCI WorldCom common stock, Tele-Communications, Inc. Series A TCI Ventures Group common stock, TCI Satellite Entertainment, Inc. Series A common stock and Tele-Communications, Inc. Series A TCI Group common stock (collectively "TCI") is based on the average of the closing bid and ask prices as listed on the National Association of Securities Dealers Automated Quotation (NASDAQ) National Market System. GCI Class B common stock is traded on the Over-the-Counter market. GCI Class B common stock is convertible share-for-share into GCI Class A common stock and is valued the same as GCI Class A common stock. Mutual fund investments are carried at fair market value, as determined by individual fund management, based upon quoted market prices.

Sales of securities are recorded on a trade-date basis. The cost of GCI securities purchased is determined using the average cost method. The cost of all other securities purchased is on a trade-date basis.

(3) Administration of Plan Assets

The Heintzberger Company ("Recordkeeper") is recordkeeper of the Plan and National Bank of Alaska ("Trustee") is trustee of the Plan. Administrative expenses related to the Plan are paid directly by the Company to the Recordkeeper and the Trustee. Company employees continue to provide administrative support to the Plan but no employee receives compensation from the Plan.

(4) Amendment or Termination

The Company's Board of Directors has reserved the right to amend or terminate the Plan. No amendment may reduce the accrued benefits of any participant or give the Company any interest in the trust assets of the Plan. In the event of termination of the Plan, a participant with respect to the Plan becomes fully vested in his or her Company Matching Account.

In June 1998 the Plan was amended and restated effective January 1998 requiring all hardship withdrawals be made only in a cash lump sum and allowing hardship withdrawals of rollover contributions without the temporary suspension of participant contributions and without the requirement that the participant exhaust all other resources prior to obtaining a hardship withdrawal of rollover contributions.

(5) Cash and Cash Equivalents

Included in cash and cash equivalents are interest bearing certificates of deposit. Cash and cash equivalents at December 31, 1998 and 1997 include restricted cash of \$111,269 and \$107,431, respectively. This cash has been restricted by participants from use in purchasing stock or other investments.

(6) Investments

Investment choices offered to Plan participants follow:

GCI Stock Fund - a fund invested in shares of GCI Class A and Class B common stock.

MCI WorldCom Stock Fund - a fund invested in shares of MCI WorldCom common stock. Prior to September 14, 1998 the Plan allowed participants to invest in MCI Communications Corp. (MCI) Class A common stock. On September 14, 1998 WorldCom, Inc. acquired MCI and subsequently converted each share of MCI Class A common stock into MCI WorldCom common stock.

TCI Stock Fund - a fund invested in shares of TCI Group Series A common stock, TCI Series A Ventures Group common stock and TCI Satellite Entertainment, Inc. Series A common stock.

Mutual Funds:

Fidelity Puritan Fund ("Fidelity") - a mutual fund seeking high income with preservation of capital by investing in a broadly diversified portfolio of securities.

Heartland Value Fund ("Heartland") - a mutual fund seeking long term capital appreciation through investment in small company stocks selected on a value basis.

Meridian Fund ("Meridian") - a mutual fund seeking long-term growth of capital through investments in small and medium sized companies considered to be experiencing above-average growth in revenue and earnings.

Neuberger Berman Guardian Fund ("Neuberger") - a mutual fund seeking primarily capital appreciation and secondarily current income through investment in a large number of common stocks of long-established, high quality companies.

Vanguard Short-term Corporate Fund ("Vanguard") - a mutual fund seeking to provide investors with a high level of income consistent with maintenance of principle and liquidity with primary investments in investment grade corporate debt securities, federal, state and municipal agency obligations, certificates of deposit and commercial paper.

GENERAL COMMUNICATION, INC.
 QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
 NOTES TO FINANCIAL STATEMENTS

<TABLE>

Changes in investments by investment account and other items on the Statements of Net Assets Available for Plan Benefits for the years ended December 31, 1998, 1997 and 1996 follow:

<CAPTION>

	Balance December 31, 1997	Contri- butions	Investment Income	Transfers	Employee Withdrawals	Balance December 31, 1998
	-----	-----	-----	-----	-----	-----
1998						

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Cash & cash equivalents	\$ 322,862	---	10,298	(115,885)	---	217,275
	-----	-----	-----	-----	-----	-----
Investments:						
GCI	14,212,992	3,931,974	(6,428,955)	212,930	(463,514)	11,465,427
MCI WorldCom	300,547	69,914	355,976	(6,663)	(19,063)	700,711
TCI	161,366	21,223	129,204	(44,055)	(2,279)	265,459
	-----	-----	-----	-----	-----	-----
Mutual funds:						
Fidelity	367,098	82,819	74,956	41,385	(34,395)	531,863
Heartland	1,035,690	177,135	(138,222)	(40,457)	(71,567)	962,579
Meridian	327,503	91,409	10,060	(5,806)	(49,139)	374,027
Neuberger	734,006	150,957	(112,074)	99,540	(64,620)	807,809
Vanguard	528,338	92,135	29,305	(140,989)	(32,893)	475,896
	-----	-----	-----	-----	-----	-----
	2,992,635	594,455	(135,975)	(46,327)	(252,614)	3,152,174
Participant notes receivable	463,876	(235,370)	46,885	---	173,918	449,309
	-----	-----	-----	-----	-----	-----
Total investments	18,131,416	4,382,196	(6,032,865)	115,885	(563,552)	16,033,080
	-----	-----	-----	-----	-----	-----
Contributions receivable:						
Employee	88,807	30,996	---	---	---	119,803
Employer	76,891	568,839	---	---	---	645,730
	-----	-----	-----	-----	-----	-----
	165,698	599,835	---	---	---	765,533
Investment income receivable	2,959	---	(872)	---	---	2,087

\$ 18,622,935	4,982,031	(6,023,439)	---	(563,552)	17,017,975
---------------	-----------	-------------	-----	-----------	------------

</TABLE>

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 GENERAL COMMUNICATION, INC.
 QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
 NOTES TO FINANCIAL STATEMENTS

(Continued)

<TABLE>
 <CAPTION>

Balance	Balance	Contri-	Rollover	Investment	Transfers	Employee
December, 31	December 31,	butions	from Cable	Income		Withdrawals
1997	1996		Entities			
-----	-----	-----	-----	-----	-----	-----
1997	-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Cash & cash equivalents	\$ 462,139	---	---	25,474	(164,751)	---
322,862	-----	-----	-----	-----	-----	-----
Investments:						
GCI	15,710,456	3,409,099	857,261	(2,651,497)	(1,578,963)	(1,533,364)
14,212,992						
MCI	31,707	63,606	53,778	32,513	136,108	(17,165)
300,547						
TCI	9,057	16,104	12,456	59,272	68,854	(4,377)
161,366	-----	-----	-----	-----	-----	-----
Mutual funds:						
Fidelity	34,028	74,753	78,461	24,578	167,732	(12,454)
367,098						
Heartland	108,020	158,854	176,935	51,318	564,251	(23,688)
1,035,690						
Meridian	42,834	102,755	81,639	24,264	82,708	(6,697)
327,503						
Neuberger	61,674	152,623	176,542	22,149	329,451	(8,433)
734,006						
Vanguard	9,060	43,551	79,023	13,623	394,610	(11,529)
528,338	-----	-----	-----	-----	-----	-----
2,992,635	255,616	532,536	592,600	135,932	1,538,752	(62,801)
Participant notes receivable	306,343	(175,304)	47,042	43,500	---	242,295
463,876	-----	-----	-----	-----	-----	-----
Total investments	16,313,179	3,846,041	1,563,137	(2,380,280)	164,751	(1,375,412)
18,131,416	-----	-----	-----	-----	-----	-----
Contributions receivable:						
Employee	57,870	30,937	---	---	---	---
88,807						
Employer	52,135	24,756	---	---	---	---
76,891	-----	-----	-----	-----	-----	-----
165,698	110,005	55,693	---	---	---	---
Investment income receivable	2,259	---	---	700	---	---

18,622,935	\$ 16,887,582	3,901,734	1,563,137	(2,354,106)	---	(1,375,412)
------------	---------------	-----------	-----------	-------------	-----	-------------

</TABLE>

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GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
NOTES TO FINANCIAL STATEMENTS

(Continued)

<TABLE>
<CAPTION>

	Balance December 31, 1995	Contri- butions	Investment Income	Transfers	Employee Withdrawals	Balance December 31, 1996
1996						
Cash & cash equivalents	\$ 206,453	228,106	35,644	(8,064)	---	462,139
Investments:						
GCI	9,566,350	1,379,172	5,510,018	---	(745,084)	15,710,456
MCI	10,189	31,345	5,369	(12,614)	(2,582)	31,707
TCI	3,578	12,607	(3,074)	(3,332)	(722)	9,057
Mutual funds:						
Fidelity	11,049	21,410	3,381	---	(1,812)	34,028
Heartland	26,669	79,936	8,090	57	(6,732)	108,020
Meridian	12,279	32,214	1,507	131	(3,297)	42,834
Neuberger	12,138	49,432	4,654	(2,985)	(1,565)	61,674
Vanguard	2,332	6,775	282	---	(329)	9,060
Participant notes receivable	64,467	189,767	17,914	(2,797)	(13,735)	255,616
Total investments	9,644,584	1,919,584	5,540,941	8,064	(799,994)	16,313,179
Contributions receivable:						
Employee	27,518	20,352	---	---	---	57,870
Employer	25,328	26,807	---	---	---	52,135
Investment income receivable	693	(693)	2,259	---	---	2,259
	\$ 9,904,576	2,204,156	5,578,844	---	(799,994)	16,887,582

</TABLE>

During the second quarter of 1997, participants were allowed to make a one-time transfer of their investment in GCI Class A and B common stock to another investment choice(s) offered by the Plan.

Effective October 31, 1996, GCI acquired seven Alaska cable television companies ("Cable Systems"). During 1997, the 401(k) accounts of those employees previously employed by the Cable Systems and currently employed by GCI were rolled into the Plan. Contributions from the Cable Systems' rollovers totaled \$1,563,137.

At December 31, 1998 and 1997 the GCI Class A and Class B common stock price was \$4.0313 and \$6.6875, respectively. At June 4, 1999 the GCI Class A and Class B common stock price was \$5.0000. Stock value is based upon fluctuating market demand.

In March 1999 TCI merged with AT&T. Subsequent to the merger each share of TCI Group Series A common stock was converted into 0.7757 share of AT&T common stock and each share of TCI Series A Ventures Group common stock was converted into 0.52 share of the newly created Liberty Media Group Class A common stock. TCI Satellite Entertainment, Inc. was not included in the AT&T and TCI merger, therefore its stock was not converted.

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GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
NOTES TO FINANCIAL STATEMENTS

(Continued)

<TABLE>

Investments which represent 5% or more of the Plan's net assets at December 31, 1998 and 1997 follow:

<CAPTION>

	1998	1997
	-----	-----
<S>	<C>	<C>
GCI Class A and Class B common stock	\$ 12,111,157	14,212,992
Heartland	962,597	1,035,690

</TABLE>

<TABLE>

Employees may elect to participate in more than one fund. The following table summarizes the number of employees participating in each fund at December 31:

<CAPTION>

	1998	1997	1996
	-----	-----	-----
<S>	<C>	<C>	<C>
GCI Stock Fund	699	578	345
MCI WorldCom Stock Fund	122	92	46
TCI Stock Fund	58	40	23
Fidelity	106	81	34
Heartland	200	163	67
Meridian	125	98	40
Neuberger	168	135	41
Vanguard	75	62	16
	-----	-----	-----
	1,553	1,249	612
	=====	=====	=====

</TABLE>

(7) Gross Unrealized Appreciation (Depreciation) of Investments

<TABLE>

The gross unrealized appreciation (depreciation) of Plan assets at December 31 was as follows:

<CAPTION>

	1998	1997	1996
	-----	-----	-----
<S>	<C>	<C>	<C>
GCI Stock Fund	\$ (1,339,593)	5,981,174	9,160,059
MCI WorldCom Stock Fund	380,711	26,819	5,731
TCI Stock Fund	165,721	49,915	(2,955)
Mutual fund investments	(451,680)	(183,322)	7,933
	-----	-----	-----
	\$ (1,244,841)	5,874,586	9,170,768
	=====	=====	=====

</TABLE>

(8) Income Taxes

The Plan is qualified under Section 401(a) of the Code pursuant to a tax determination letter obtained from the Internal Revenue Service ("IRS"). The trust established pursuant to the Plan is, therefore, exempt from taxation under Section 501(a) of the Code.

In December 1994, an application was submitted to the IRS for a determination as to the Plan's qualification status under Section 401(a) of the Code associated with Plan changes for TRA '86, investment diversification and modification of the employer matching contribution percentage. On March 13, 1996 the IRS issued a determination letter stating that these amendments to the Plan meet the requirements of section 401(a) of the Code.

The amendments to the Plan subsequent to March 13, 1996 are not potentially disqualifying amendments and therefore the Plan has not requested an updated determination letter. The IRS requires a new determination letter for all amendments made after 1997 be obtained by December 31, 2000, the Plan intends to obtain a new determination letter by December 31, 2000.

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Supplemental Schedule I

<TABLE>

GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN

Item 27a - Schedule of Assets Held for Investment Purposes

December 31, 1998

<CAPTION>

Current Value	Identity of Issue	Description of Investment	Cost
-----	-----	-----	-----
<S>		<C>	<C>
<C>			
11,465,427	General Communication, Inc *	2,844,137 shares of Class A and Class B common stock	\$ 12,805,020
	MCI WorldCom *	9,766 shares of common stock	320,000

	TCI Group Series A	4,156 shares of common stock	86,829
	TCI Series A Ventures Group	1,506 shares of common stock	11,871
	TCI Satellite Entertainment, Inc. Series A	64 shares of common stock	1,038

265,459			99,738

	Mutual fund investments:		
	Heartland Value Fund	32,864 shares	1,169,429
	Neuberger & Berman Guardian Fund	36,030 shares	1,011,943
	Vanguard Short-term Corporate Bond Fund	43,902 shares	473,078
	Fidelity Puritan Trust Fund	26,527 shares	500,448
	Meridian Fund	15,398 shares	448,956

3,152,174			3,603,854
	Participant notes receivable		449,309

16,033,080	Investments at December 31, 1998		\$ 17,277,921
			=====

</TABLE>
* Party-in-interest

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Supplemental Schedule II

<TABLE>

GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN

Item 27d - Schedule of Reportable Transactions

December 31, 1998

<CAPTION>

Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
<S> GCI Class A & B common stock - series of purchase transactions	<C> \$ 2,249,122	<C> ---	<C> 2,249,122	<C> 2,249,122	<C> ---
Federated Government Obligation Fund #5 - series of purchase transactions	2,396,912	---	2,396,912	2,396,912	---
Federated Government Obligation Fund #5 - series of sales transactions	2,484,658	2,484,658	2,484,658	2,484,658	---

</TABLE>

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Exhibit

CONSENT OF INDEPENDENT AUDITORS

The General Communication, Inc. Qualified
Employee Stock Purchase Plan Trustees
General Communication, Inc. Qualified
Employee Stock Purchase Plan

We consent to incorporation by reference in the Form S-8 Registration Statement (No. 33-66877) of our report dated June 4, 1999 related to the statements of net assets available for plan benefits of General Communication, Inc. Qualified Employee Stock Purchase Plan as of December 31, 1998 and 1997 and the related statements of changes in net assets available for plan benefits for each of the years in the three-year period ended December 31, 1998, which report appears in the December 31, 1998 annual report on Form 11-K of General Communication, Inc. Qualified Employee Stock Purchase Plan.

KPMG LLP

June 4, 1999

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<TABLE>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees of the Plan have duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

<CAPTION>

GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN

Signature	Title	Date
<S> /s/ ----- Alfred J. Walker	<C> Plan Administrator	<C> June 18, 1999

</TABLE>