

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

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)

December 16, 1998

(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)
Gary Magness

(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
U.S.A.

(7) Sole Voting Class A Common Stock 383,363(1)
Number of Shares Power Class B Common Stock 334,704(2)

Beneficially	(8) Shared	Class A Common Stock	0
	Voting Power	Class B Common Stock	0
Owned by Each			
Reporting Person	(9) Sole	Class A Common Stock	383,363 (1)
	Dispositive	Class B Common Stock	334,704 (2)
	Power		
With	(10) Shared	Class A Common Stock	375,764 (1)
	Dispositive	Class B Common Stock	198,440 (2)
	Power		

(11) Aggregate Amount Beneficially Owned by Each Reporting Person		Class A Common Stock	759,127 (1)
		Class B Common Stock	533,144 (2)

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)			/ /

(13) Percent of Class Represented by Amount in Row (11)			
	1.7%	of Class A Common Stock	
	13.1%	of Class B Common Stock	

(14) Type of Reporting Person (See Instructions)			IN

- (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.

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ITEM 1. SECURITY AND ISSUER

Gary Magness 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 Gary 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:

On December 16, 1998, the Estate of Betsy Magness (the "Betsy Magness Estate") distributed, pursuant to the Last Will and Testament of Betsy Magness, its 100% membership interest in Magness Securities, LLC ("Magness LLC"), 50% to Kim Magness and 50% to Gary Magness, as the beneficiaries entitled thereto. Magness LLC directly holds 177,324 shares of Class A Common Stock and 198,440 shares of Class B Common Stock.

ITEM 4. PURPOSE OF TRANSACTION

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

On December 16, 1998, the Betsy Magness Estate distributed, pursuant to the Last Will and Testament of Betsy Magness, its 100% membership interest in Magness LLC, 50% to Kim Magness and 50% to Gary Magness, as the beneficiaries entitled thereto. The Betsy 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 shares.

Kim Magness, as the manager of Magness LLC, has sole power to vote and shared power to dispose of the securities directly held by Magness LLC. Pursuant to an oral agreement between Kim Magness and Gary Magness, Kim Magness may dispose of Magness LLC's securities provided that Gary Magness has the right to veto any proposed disposition of a material amount of the securities directly held by Magness LLC. Therefore, Kim Magness possesses

the sole power to vote the 177,324 shares of Class A Common Stock and 198,440 shares of Class B Common Stock held directly by Magness LLC, and Kim Magness, together with Gary Magness, possess shared power to direct the disposition of the 177,324 shares of Class A Common Stock and 198,440 shares of Class B Common Stock held directly by Magness LLC.

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>
			4.3%
Class A Common Stock	759,127 (2) (3) (4)	1.7%	
Class B Common Stock	533,144 (2) (3) (4)	13.1%	

</TABLE>

- (1) Based on 45,648,021 shares of Class A Common Stock and 4,062,460 shares of Class B Common Stock outstanding on October 31, 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. Gary Magness is entitled to vote 383,683 shares of Class A Common Stock (assuming conversion of the Class B Common Stock) and 334,704 shares of Class B Common Stock. Accordingly, when these classes of stock are aggregated, Gary Magness may be deemed to currently beneficially own voting equity securities representing approximately 4.3% of the voting power with respect to a general election of directors of the Company.

- (3) On December 16, 1998, the Betsy Magness Estate distributed, pursuant to the Last Will and Testament of Betsy Magness, its 100% membership interest in Magness LLC, 50% to Kim Magness and 50% to Gary Magness, as the beneficiaries entitled thereto. Accordingly, as a holder of a 50% membership interest in Magness LLC sharing with Kim Magness certain dispositive power over the Company Securities held by Magness LLC, the following shares beneficially owned by the Magness LLC are reflected in full in Gary 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 all Class B Common Stock into Class A Common Stock. SEE footnote 2 to this Item 5(a) for an explanation of the convertibility of Class B Common Stock into shares of Class A Common Stock.
- (4) Gary Magness is the sole trustee and primary current beneficiary of the Gary Magness Trust. Accordingly, the following shares beneficially owned by the Gary Magness Trust are reflected in full in Gary 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:

<TABLE>
<CAPTION>

Class of Security	Sole Voting Power	Shared Voting Power
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<S>	<C>	<C>
Class A Common Stock	383,363	0
Class B Common Stock	334,704	0

<TABLE>
<CAPTION>

Class of Security	Sole Dispositive Power	Shared Dispositive Power (1)
<S>	<C>	<C>
Class A Common Stock	383,363	375,764
Class B Common Stock	334,704	198,440

(1) Pursuant to an oral agreement with Kim Magness, Gary Magness shares dispositive power over the securities held by Magness LLC with its manager, Kim Magness. See Item 6 below.

ITEM 6. CONTRACTS, AGREEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Statement is hereby amended and supplemented by adding the following at the end thereof:

Kim Magness, as the manager of Magness LLC, has sole power to vote and shared power to dispose of the securities directly held by Magness LLC. Pursuant to an oral agreement between Kim Magness and Gary Magness, Kim Magness may dispose of Magness LLC's securities provided that Gary Magness has the right to veto any proposed disposition of a material amount of the securities directly held by Magness LLC. Therefore, Kim Magness possesses the sole power to vote the 177,324 shares of Class A Common Stock and 198,440 shares of Class B Common Stock held directly by Magness LLC, and Kim Magness, together with Gary Magness, possess shared power to direct the disposition of the 177,324 shares of Class A Common Stock and 198,440 shares of Class B Common Stock held directly by Magness LLC.

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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: March 13, 1999

/s/ Gary Magness

Gary Magness

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