

Registration No.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GENERAL COMMUNICATION, INC.
(Exact name of issuer as specified in its Charter)

ALASKA
(State or other jurisdiction of
incorporation or organization)

92-0072737
(I.R.S. Employer
Identification No.)

2550 Denali Street, Suite 1000, Anchorage, Alaska 99503-2781
(Address of Principal Executive Offices) (zip code)

GENERAL COMMUNICATION, INC.
AMENDED AND RESTATED 1986 STOCK OPTION PLAN
(Full title of the plan)

John M. Lowber
General Communication, Inc.
2550 Denali Street, Suite 1000, Anchorage, Alaska 99503-2781
(Name and address of agent for service)
907.265.5600
(Telephone number, including area code, of agent for service)

Copy to: Julius J. Brecht
Wohlforth, Vassar, Johnson & Brecht, A Professional Corporation
900 West 5th Avenue, Suite 600, Anchorage, Alaska 99501
907.276.6401

<TABLE>

CALCULATION OF REGISTRATION FEE

<CAPTION>

Title of Each Class of Securities to be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
-	-	-	-	-
<S> General Communication, Inc. Class A Common Stock	<C> 2,000,000	<C> \$3.35	<C> \$6,700,000	<C> \$616.40

<FN>

1 Estimated solely for the purpose of calculating the amount of the registration fee, based upon the average of the high and low prices of \$3.70 per share and \$3.00 per share, respectively, for the Class A common stock, i.e., an average of \$3.35 per share, which will be the subject of the options under the Plan, as quoted on the Nasdaq Stock Market on August 27, 2002.

</FN>

</TABLE>

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

The contents of the initial Registration Statement pertaining to the General Communication, Inc. Amended and Restated 1986 Stock Option Plan filed with the Securities and Exchange Commission on Form S-8 on April 5, 1993 (Registration No. 33-60222), the post-effective amendment no. 1 filed with the Commission on Form S-8 POS on August 24, 1995 (Registration No. 333-8758), the post effective amendment no. 2 filed with the Commission on Form S-8 POS on February 20, 1998 (Registration No. 333-8762), the Registration Statement for the plan filed with the Commission on Form S-8 on September 23, 1999 (Registration No. 333-87639), the Registration Statement for the plan filed with the Commission on Form S-8 on April 30, 2001 (Registration No. 333-59796), and the Company's annual report on Form 10-K for the year ended December 31, 2001, all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2001, and the description of the Company's common stock as contained in the Form 10, as amended, filed pursuant to that act are incorporated by reference into this Registration Statement. Required opinions, consents, and signatures are included in this amendment.

Item 2. Registrant Information and Employee Plan Annual Information

See Item 1.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

See Item 1.

Item 4. Description of Securities

See Item 1.

Item 5. Interests of Named Experts and Counsel

See Item 1.

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Item 6. Indemnification of Directors and Officers

See Item 1.

Item 7. Exemption from Registration Claimed

See Item 1.

Item 8. Exhibits

See Exhibit Index and exhibits at the end of this Registration Statement.

Item 9. Undertakings

The Company hereby undertakes each and every one of the following:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (adopted pursuant to the Securities Act of 1933, as amended) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the registration statement is on Form S-3, Form S-8, or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic

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reports filed with or furnished to the Commission by the Company pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

- (2) To agree that, for the purpose of determining any liability

under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;
- (4) To agree that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of the Plan's annual report pursuant to Section 15(d) of the Exchange Act) incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (5) To disclose, in so far as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in that act and is, therefore, unenforceable; and in the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer, or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, to submit, unless in the opinion of its counsel the matter has been settled by controlling precedent, to a court of appropriate jurisdiction the question whether such indemnification by the Company is against public policy as expressed in that act and to be governed by the final adjudication of that issue.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Municipality of Anchorage, State of Alaska, on August 14, 2002.

GENERAL COMMUNICATION, INC.
(Registrant)

By: /s/
Ronald A. Duncan
President & Chief
Executive Officer
(Principal Executive Officer)

By: /s/
John M. Lowber
Senior Vice President &
Chief Financial Officer
(Principal Financial Officer)

By: /s/
Alfred J. Walker
Vice President &
Chief Accounting Officer
(Principal Accounting Officer)

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

/s/
Ronald A. Duncan
President, Chief Executive Officer and Director
(Principal Executive Officer)

8/14/02
Date

/s/ 8/16/02
Donne F. Fisher Date
Chairman of the Board and Director

/s/ ----
Robert M. Walp Date
Vice Chairman of the Board and Director

Ronald R. Beaumont, Director Date

Stephen M. Brett, Director Date

/s/ ----
William P. Glasgow, Director Date

/s/ ----
Stephen R. Mooney, Director Date

/s/ 8/16/02
Carter F. Page, Director Date

/s/ 8/22/02
James M. Schneider, Director Date

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the locations and on the dates indicated, effective for the Plan as of August 22, 2002.

GENERAL COMMUNICATION, INC. AMENDED AND RESTATED 1986 STOCK OPTION PLAN

By: Option Committee

Stephen M. Brett Date

/s/ 8/16/02
Donne F. Fisher Date

/s/ ----
William P. Glasgow Date

/s/ 8/16/02
Carter F. Page Date

/s/ 8/22/02
James M. Schneider Date

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

EXHIBITS TO

FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
FOR THE GENERAL COMMUNICATION, INC.
AMENDED AND RESTATED 1986 STOCK OPTION PLAN

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EXHIBIT INDEX

Exhibit No.	Description
4	Instruments defining rights of security holders, including indentures
4.1	Copy of the General Communication, Inc. Amendment No. 1 dated as of June 7, 2002, to the Amended and Restated 1986 Stock Option Plan
4.2	Resolutions of Board of Directors of the Company adopted at its meetings of November 29, 2001 and February 7, 2002 approving certain amendments to the Plan, including increasing the number of shares allocated to the Plan by 2,000,000 shares of Class A common stock
4.3	Resolution of shareholders of the Company adopted at their June 6, 2002 meeting approving several amendments to the Plan recommended by the board of directors, including increasing the number of shares allocated to the Plan by 2,000,000 shares of Class A common stock and otherwise amending the Plan to provide for an upper limit of 500,000 shares per year on the number of shares that may be granted to a participant in the Plan
5	Opinion re legality
5.1	Legal Opinion on Legality of Options and Shares dated August 1, 2002
15	None
23	Consents of experts and counsel
23.1	Consent of Wohlforth, Vassar, Johnson & Brecht, A Professional Corporation
23.2	Consent of Harris, Mericle & Wakayama, P.L.L.C.
23.3	Consent of Independent Auditors
24	None
99	None

CERTIFICATE OF SECRETARY

I, JOHN M. LOWBER, the duly elected and acting Secretary of General Communication, Inc., an Alaska corporation, do hereby certify and declare that the document attached hereto as Exhibit 4.1A is a true and correct copy of Amendment No. 1, dated as of June 7, 2002, to the General Communication, Inc. Amended and Restated 1986 Stock Option Plan, revised in accordance with the amendments to the plan adopted by the shareholders of General Communication, Inc. at the annual shareholder meeting held on June 6, 2002.

EXECUTED this 12th day of August, 2002 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 12th day of August, 2002.

/s/
Notary Public in and for Alaska
My Commission Expires: 1/8/03

AMENDMENT NO. 1, DATED AS OF JUNE 7, 2002,

TO THE

AMENDED AND RESTATED 1986 STOCK OPTION PLAN

OF

GENERAL COMMUNICATION, INC.

1
AMENDMENT
TO THE
AMENDED AND RESTATED 1986 STOCK OPTION PLAN
OF
GENERAL COMMUNICATION, INC.

THIS AMENDMENT is approved and adopted by General Communication, Inc. (the "Company") on this 7th day of June, 2002.

RECITALS

A. The Company maintains the Amended and Restated 1986 Stock Option Plan of General Communication, Inc. (the "Plan").

B. Section 13(b) of the Plan states that "The Board of Directors from time to time may make such modifications or amendments to the Plan as it may deem advisable...";

C. The Board now desires to amend the Plan.

AMENDMENT

NOW THEREFORE, the Board hereby amends the Plan as follows:

1. Section 3 of the Plan hereby is amended to read in its entirety as follows:

Section 3. Shares Covered by the Plan. The Stock to be offered under the Plan may be unissued shares as the Option Committee may from time to time determine. Subject to Section 10 of the Plan, the number of shares available and reserved for issue under the Plan will not exceed 10,700,000 shares of Stock. Shares covered by an option that remain unpurchased upon expiration or termination of the option may be used for further options under the Plan. The maximum number of shares of Stock that may be issued under Options granted to any individual in a calendar year may not exceed 500,000.

2. Any inconsistent provision of the Plan shall be read consistent with this amendment.

3. Except as amended above, the Company hereby affirms and readopts each and every other provision of the Plan.

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IN WITNESS WHEREOF, the undersigned, being duly authorized by the Board, has approved this amendment as of the date first set forth above.

GENERAL COMMUNICATION, INC.

By: /s/
Ronald A. Duncan
Title: President

CERTIFICATE OF SECRETARY

I, JOHN M. LOWBER, the duly elected and acting Secretary of General Communication, Inc., an Alaska corporation, do hereby certify and declare that the resolutions of the Board of Directors attached hereto as Exhibits 4.2A and 4.2B are true and correct copies of two resolutions duly adopted by the Board of Directors of General Communication, Inc. at its meetings held on November 29, 2001 and February 7, 2002, respectively.

EXECUTED this 12th day of August, 2002 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
John M. Lowber
Secretary

SUBSCRIBED AND SWORN TO before me this 12th day of August, 2002.

/s/
Notary Public in and for Alaska
My Commission Expires: 1/8/03

RESOLUTION

RESOLVED, that the Board of Directors of General Communication, Inc. approves and otherwise authorizes, subject to shareholder approval, increasing the number of shares of Company Class A common stock allocated to the Company's Amended and Restated 1986 Stock Option Plan by 2.0 million shares for a total allocation to the plan of 10.7 million shares;

RESOLVED FURTHER, that the president or the president's designee is directed to take those steps necessary to seek shareholder approval of this amendment to the plan at the Company's 2002 annual meeting of shareholders.

DATED, this 29th day of November, 2002.

/s/
John M. Lowber
Secretary

RESOLUTION

RESOLVED, that the board of directors of General Communication, Inc. approves and otherwise authorizes, subject to shareholder approval, amending the Company's Amended and Restated 1986 Stock Option Plan to provide an upper limit per year of 500,000 shares of Company Class A common stock on the number of shares that may be granted to a participant in the plan and as otherwise allowed under Section 162(m) of the Internal Revenue Code of 1986, as amended, and regulations adopted pursuant to that Section 162(m);

RESOLVED FURTHER, that the president or the president's designee is directed to take those steps necessary to seek shareholder approval of this amendment to the plan at the Company's 2002 annual meeting of shareholders.

DATED this 7th day of February, 2002.

/s/
John M. Lowber
Secretary

CERTIFICATE OF SECRETARY

I, JOHN M. LOWBER, the duly elected and acting Secretary of General Communication, Inc., an Alaska corporation, do hereby certify and declare that the shareholder resolution attached hereto as Exhibit 4.3A is a true and correct copy of a resolution duly adopted by the shareholders of General Communication, Inc. at their meeting held on June 6, 2002.

EXECUTED this 12th day of August, 2002 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
John M. Lowber
Secretary

SUBSCRIBED AND SWORN TO before me this 12th day of August, 2002.

/s/
Notary Public in and for Alaska
My Commission Expires: 1/8/03

SHAREHOLDER RESOLUTION

RESOLVED, that the amendments to the General Communication, Inc. Amended and Revised 1986 Stock Option Plan adopted by the board of directors of the Company at its November 29, 2001 and February 7, 2002 meetings, increasing the number of shares authorized and allocated to the plan by 2.0 million shares for a total allocation of 10.7 million shares of Company Class A common stock and otherwise amending the plan to provide for an upper limit of 500,000 shares per year on the number of shares that may be granted to a participant in the plan, are hereby approved by the shareholders of the Company.

DATED this 6th day of June, 2002.

/s/
John M. Lowber
Secretary

August 1, 2002

Ronald A. Duncan, President
 General Communication, Inc.
 2550 Denali Street, Suite 1000
 Anchorage, Alaska 99503

Re: Opinion As To Legality of Shares To Be Issued Pursuant To
 General Communication, Inc. Amendment No. 1 Dated June 7 2002
 To the Amended and Restated 1986 Stock Option Plan; Our File
 No. 0618.0742

Dear Mr. Duncan:

You have requested an opinion from this firm on behalf of General Communication, Inc. ("Company"), in connection with options which may be granted in 2 million shares of, and if granted the issuance of those shares of, Class A common stock of the Company ("Shares") to be issued in conjunction with the Company's Amendment No. 1 Dated June 7 2002 To the Amended and Restated 1986 Stock Option Plan dated March 14, 2000 ("Plan"), the allocation of which Shares was approved by the shareholders of the Company at its annual meeting held on June 6, 2002.

It is this firm's understanding that the facts surrounding these proposed transactions are represented by the Company as of the date of this letter as follows ("Facts"):

- The Plan was adopted by the board of directors of the Company ("Board") by resolution at its December 17, 1986 meeting called and conducted in accordance with the Articles of Incorporation and Bylaws of the Company, which articles and bylaws have been subsequently amended, restated and otherwise revised from time to time in accordance with Alaska corporate law to their form as of the date of this letter ("Articles" and "Bylaws", respectively), and the Plan, in its form at that time was approved by the Company's then sole shareholder, Western Tele-Communications, Inc., by

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resolution at the Company's shareholder meeting held on December 17, 1986.

- The Articles provide that the Company has the power to issue and sell any stock and further expressly provides for the issuance of Class A common stock.
- The Plan initially provided for the granting of options to eligible employees to purchase up to 600,000 shares of Class A common stock of the Company. Subsequently, the shareholders of the Company at their September 15, 1988, November 12, 1991, June 20, 1995, November 25, 1997, June 10, 1999, June 8, 2000, and June 6, 2002 annual meetings authorized amendments to the Plan by approving allocations to the Plan of an additional 250,000 shares, 1,500,000 shares, 850,000 shares, 2,500,000 shares, 1,500,000, 1,500,000 shares and 2,000,000 shares of Class A common stock of the Company, respectively. As of the date of this letter, there were shares available for issuance by the Company under the Plan and pursuant to the Articles. At the November 12, 1991 meeting, the shareholders also approved an extension of the period during which an option may be exercised under the Plan from five years to ten years as measured from the date of granting of the option; at the June 20, 1995 meeting, the shareholders further approved the removal of any provision of the Plan for termination of granting of options under it after December 20, 1996 or otherwise for its mandatory termination after ten years; at the June 10, 1999 meeting, the shareholders also ratified and otherwise approved board action (taken at a meeting held on October 30, 1998) to change provisions of the Plan setting forth the eligibility criteria for membership on the Option Committee, which administers the Plan, from that of disinterested directors to "non-employee" directors as the term is defined in the Plan; at the June 8, 2000 meeting, the shareholders further approved amendments deleting exceptions to authority of the Company's board of directors to amend the Plan without shareholder approval and ratified several administrative changes to the Plan; and at the June 6, 2002 meeting, the shareholders also approved establishing an upper limit of 500,000 shares per year on the number of shares that may be granted to a participant in the Plan.

- The Articles and Bylaws in effect as of the date of this letter are materially the same as those which were in effect as of November 25, 1986 with respect to the power to grant options in and issue Class A common stock; except that the shareholders at the November 25, 1997 meeting approved an increase in the authorized Class A common stock of the Company from 50 million to 100 million shares thus providing sufficient shares for the allocation of the shares to the Plan approved at that meeting.

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- The Company was incorporated as an Alaska corporation and received a Certificate of Incorporation dated July 16, 1979 from the Alaska Department of Commerce and Economic Development.
- The Company is in good standing with respect to the reporting and corporation tax requirements of the Alaska Corporations Code to which it is subject, and the Company is otherwise validly existing as an Alaska corporation pursuant to the laws of the State of Alaska with all requisite powers to own property and to conduct its business in the manner contemplated by the Articles, Bylaws, and the Alaska Corporations Code.

Copies of the current Articles (as restated through the Restated Articles of Incorporation filed of record December 18, 2000), current revised Bylaws (dated January 28, 2000), and the Company's current Restated Certificate of Incorporation (dated December 18, 2000), the above referenced resolutions, the Amendment No. 1 dated June 7, 2002 to the Plan and the Plan, have been delivered to this firm. We have reviewed these documents. The Articles provide that the Company is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Alaska Corporations Code.

Based upon the foregoing Facts, should the options in the Shares be granted, those options be exercised, and the Shares be issued as of the date of this letter, we are of the opinion as follows. Assuming due compliance with applicable federal and state securities laws, (i) the Shares will, when issued through the respective options granted and exercised under the Plan, represent newly created and legally issued, fully paid, and non-assessable shares of Class A common stock in the Company, and (ii) each holder of a Share will be entitled to the benefits of a shareholder pro rata based upon ownership of outstanding shares of Class A common stock of the Company.

This letter must not be quoted or referred to in the Company's financial statements or provided to persons other than the officers and directors of the Company without prior consultation with us or our prior written consent. We are aware of the Company's intent to, and consent to, use of this letter as an exhibit in a Form S-8 registration with the Securities and Exchange Commission under the Securities Act of 1933, as amended and pertaining to the Shares to be allocated to the Plan.

Sincerely,

WOHLFORTH, VASSAR,
JOHNSON & BRECHT

/s/

Julius J. Brecht

JJB/dky

Enclosures

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CONSENT OF LEGAL COUNSEL

We hereby consent to the use, in the Prospectus as outlined in Securities and Exchange Commission Form S-8, of our name as special counsel to General Communication, Inc. in the preparation of the Prospectus and the rendering of certain opinions including an opinion as to the legality of the shares.

WOHLFORTH, VASSAR, JOHNSON & BRECHT,
A Professional Corporation

/s/

Anchorage, Alaska

August 1, 2002

CONSENT OF LEGAL COUNSEL

We hereby consent to the use, in the Prospectus as outlined in Securities and Exchange Commission Form S-8, of our name as special tax counsel to General Communication, Inc. in the preparation of the Prospectus.

HARRIS, MERICLE & WAKAYAMA, P.L.L.C.

/s/

Seattle, Washington

August 1, 2002

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
General Communication, Inc.:

We consent to the incorporation by reference of our report dated March 8, 2002, on the consolidated financial statements of General Communication, Inc. and subsidiaries as of December 31, 2001 and 2000 and for each of the years in the three-year period ended December 31, 2001 and the related financial statement schedule, which appear in the December 31, 2001 annual report on Form 10-K of General Communication, Inc.

KPMG LLP

/s/

Anchorage, Alaska

August 28, 2002