

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 92-0072737
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

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

GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK PURCHASE 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: J.J. Brecht
Wohlforth, Vassar, Johnson & Brecht, A Professional Corporation
900 West 5th Avenue, Suite 600, Anchorage, Alaska 99501
907.276.6401

CALCULATION OF REGISTRATION FEE

Title of securities to be Registered	Amount to be registered	Proposed maximum offering price/share (1)	Proposed maximum aggregate offering price	Amount of registration fee
General Communication, Inc. Common Stock Class A	4,000,000	\$8.13	\$32,520,000	\$2,630.87

1 Estimated solely for the purpose of calculating the amount of the registration fee and based upon the average of the high and low sale prices of \$8.40 per share and \$7.86 per share, respectively, i.e., an average of \$8.13 per share, as quoted on the Nasdaq Stock Market on June 20, 2003.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described below.

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. Qualified Employee Stock Purchase Plan filed with the Securities and Exchange Commission on Form S-8 on April 5, 1993 (Registration No. 33-60728) and the subsequent registration of additional shares filed with the Commission on Form S-8 on September 27, 1995 (Registration No. 333-8760), on November 6, 1998 (Registration No. 333-66877), and on September 1, 2000 (Registration No. 333-45054), and the Company's annual report on Form 10-K for the year ended December 31, 2002 and the Plan's annual report on Form 11-K for the year ended December 31, 2001, all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934 since December 31, 2002, 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 Registration Statement in accordance with the provisions of Form S-8.

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.

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 June 24, 2003.

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)

June 23, 2003
Date

/s/
Donne F. Fisher
Chairman of the Board and Director

June 23, 2003
Date

/s/

June 9, 2003

Stephen M. Brett
Director

Date

/s/
William P. Glasgow
Director

June 23, 2003
Date

/s/
Stephen R. Mooney
Director

June 6, 2003
Date

/s/
Stephen A. Reinstadtler
Director

June 12, 2003
Date

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 Municipality of Anchorage,
State of Alaska, on June 24, 2003.

GENERAL COMMUNICATION, INC.
QUALIFIED EMPLOYEE STOCK
PURCHASE PLAN

By:/s/
Alfred J. Walker
Plan Administrator

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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.
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN

General Communication, Inc.
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EXHIBIT INDEX

Exhibit No.

Description

4 Instruments defining rights of security holders, including indentures

- 4.1 (1) Restated Articles of Incorporation of General Communication, Inc.
- 4.2 (2) Bylaws of General Communication, Inc.
- 4.3.1 (3) Resolutions of Board of Directors of the Company and of Shareholders of the Company adopted at their December 17, 1986 meetings adopting Qualified Employee Stock Purchase Plan
- 4.3.2 (4) Copy of the General Communication, Inc. Revised Qualified Employee Stock Purchase Plan, restated as of January 1, 2000
- 4.3.3 (5) Copy of the General Communication, Inc. Revised Qualified Employee Stock Purchase Plan, restated as of January 1, 2003
- 4.3.4 (3) Resolution of the Board of Directors of the Company at its June 4, 1992 meeting adopting certain amendments to the Plan to bring it into compliance with Rule 16b-3(d) (Participant Directed Transactions)
- 4.3.5 (3) Resolution of the Board of Directors of the Company adopted at its March 24, 1993 meeting adopting certain amendments to the Plan and re-establishing the Plan as an employee benefit plan of the Company
- 4.3.6 (3) Resolution of the Board of Directors of the Company at its March 24, 1993 meeting authorizing the increase of the allocation of common stock for acquisition by the Plan and the registration of the offering of that stock under the Securities Act of 1933

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- 1/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's annual report on Form 10-K for the year ended December 31, 1997.
 - 2/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's annual report on Form 10-K for the year ended December 31, 1992.
 - 3/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's Registration Statement for the Qualified Employee Stock Purchase Plan (Registration No. 33-60728) filed April 5, 1993.
 - 4/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's Registration Statement for the Qualified Employee Stock Purchase Plan (Registration No. 333-45054) filed September 1, 2000.
 - 5/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's annual report on Form 10-K for the year ended December 31, 2002.

EXHIBIT INDEX

Exhibit No. -----	Description -----
4.3.7 (6)	Certificate of Secretary on action by Board of Directors at its October 20, 1994 meeting approving certain amendments to the Plan to comply with the Tax Reform Act of 1986, as amended, and to allow for participating eligible employees to choose investments other than common stock of the Company; and resolution of the Board adopted at its December 20, 1994 meeting approving the revised plan
4.3.8 (6)	Resolution of the Board of Directors of the Company adopted at its February 9, 1995 meeting pertaining to an increase of the number of shares of Class A common stock allocated to the Plan
4.3.9 (6)	Certificate of Secretary on action of Board of Directors taken without a meeting and with unanimous consent approving certain additional amendments to the Plan to comply with the Tax Reform Act of 1986, as amended, primarily relating to investment responsibility and the relationship between the Plan Committee and the Trustee; and the corresponding Minutes of Action and Resolution (including those amendments) of the Board approving those amendments effective on September 1, 1995

- 4.3.10 (7) Certificate of Secretary on action of Board of Directors taken at a teleconference meeting approving certain additional amendments to the Plan relating to gross income as treated under the Internal Revenue Code of 1986, as amended; and an excerpt from the corresponding minutes (including a description of the amendments) of the Board approving those amendments effective January 1, 1995
- 4.3.11 (7) Certificate of Secretary on action of Board of Directors taken at a teleconference meeting approving certain technical modifications to the Plan as proposed by the Internal Revenue Service; and an excerpt from the corresponding minutes (including a description of the amendments) of the Board approving those amendments effective January 1, 1996

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- 6/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's registration statement for the Qualified Employee Stock Purchase Plan (Registration No. 333-8760) filed September 27, 1995.
- 7/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's registration statement for the Qualified Employee Stock Purchase Plan (Registration No. 333-66877) filed on November 6, 1998.

EXHIBIT INDEX

Exhibit No. -----	Description -----
4.3.12 (7)	Certificate of Secretary on action of Board of Directors taken at a meeting approving certain additional amendments to the Plan as proposed by the Internal Revenue Service; and an excerpt from the corresponding minutes (including a description of the amendments) of the Board approving those amendments effective June 25, 1997
4.3.13 (4)	Certificate of Secretary on action of Board of Directors taken at meeting approving certain amendments to the Plan dealing with hardship withdrawals and rollover contributions; and an excerpt from the corresponding minutes of the Board approving those amendments effective June 25, 1998
4.3.14 (7)	Certificate of Secretary as to resolution of the Board of Directors of the Company adopted at its October 30, 1998 meeting pertaining to an increase of the number of shares of Class A and Class B common stock allocated to the Plan
4.3.15 (4)	Certificate of Secretary as to resolution of the Board of Directors of the Company adopted at its May 10, 2000 meeting pertaining to an increase in the number of shares of Class A common stock allocated to the Plan and revising the alternative mutual fund investments offered under the Plan
4.3.16	Certificate of Secretary as to resolution of Board of Directors of the Company adopted at its November 29, 2001 meeting pertaining to certain amendments to the Plan dealing with limitations and minimum distribution requirements of EGTRRA characterized as Amendment Nos. 1 and 2 to the Plan, and copies of that resolution and those amendments
4.3.17	Certificate of Secretary as to resolution of Board of Directors of Company adopted at its April 26, 2002 meeting pertaining to a scheduled implementation of a limited investment diversification right extended to participants in the Plan characterized as Amendment No. 3 to the Plan, and copies of that resolution and amendment
4.3.18	Certificate of Secretary as to resolution of Board of Directors of Company adopted at its December 5, 2002 meeting pertaining to amending the scheduled implementation of a limited investment diversification right extended to participants in the Plan characterized as Amendment No. 4 to the Plan, and copies of that resolution and amendment

EXHIBIT INDEX

Exhibit No. -----	Description -----
4.3.19	Certificate of Secretary as to Resolution of the Board of Directors of the Company at its April 25, 2003 meeting authorizing an increase of the allocation of Class A common stock for acquisition by the Plan and registration of the offering of that stock under the Securities Act of 1933.
4.4.1 (8)	Revised Questions and Answers about the Qualified Employee Stock Purchase Plan (summary plan description), dated January 1, 1995
4.4.2 (4)	Revised Questions and Answers about the Qualified Employee Stock Purchase Plan (summary plan description), dated January 1, 2000
4.4.3 (5)	Questions and Answers about the Qualified Employee Stock Purchase Plan (summary plan description), dated January 1, 2003
4.5.1 (3)	IRS Determination on Qualified Employee Stock Purchase Plan and U.S. Department of Labor comments on ERISA, dated March 8, 1988
4.5.2 (7)	IRS Determination on Qualified Employee Stock Purchase Plan, dated March 13, 1996
4.5.3	IRS Determination on Qualified Employee Stock Purchase Plan, dated February 23, 2001
4.5.4	IRS Determination on Qualified Employee Stock Purchase Plan, dated June 25, 2002
5	Opinion re legality
5.1 (3)	Legal Opinion on Legality of Shares dated March 30, 1993
5.2 (6)	Legal Opinion on Legality of Shares dated September 26, 1995
5.3 (7)	Legal Opinion on Legality of Shares dated November 2, 1998
5.4 (4)	Legal Opinion on Legality of Shares dated September 1, 2000
5.5	Legal Opinion on Legality of Shares dated June 20, 2003
15	None
23	Consents of experts and counsel

8/ Incorporated by reference and previously filed with the SEC as an exhibit to the Company's annual report on Form 10K for the year ended December 31, 1994.

EXHIBIT INDEX

Exhibit No. -----	Description -----
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 KPMG LLP
24	None
99	Additional Exhibits
99.1 (3)	Resolution Appointing Plan Administrator
99.2 (3)	Resolutions Appointing Plan Committee Members
99.3 (6)	Certificate of Secretary on Board of Directors Action appointing New Plan Committee Member

99.4 (4) Resolution Appointing Plan Committee Member on January 22,
1999

99.5 Certificate of Secretary as to resolution of Board of
Directors of Company adopted at its June 27, 2001 meeting
approving new Plan Committee member and copy of resolution

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 resolution of the Board of Directors contained in the minutes of its meeting attached hereto as Exhibit 4.3.16A and the copies of Amendment Nos. 1 and 2 referred to in that resolution and attached hereto as Exhibits 4.3.16B and 4.3.16C, respectively, are true and correct copies of that resolution and those amendments as contained in those minutes duly adopted by the Board of Directors of General Communication, Inc. at its meeting held on November 29, 2001.

Executed this 24 day of June, 2003 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 24 day of June, 2003.

/s/ C. Mills
Notary Public in and for Alaska
My Commission Expires: May 17, 2006

EXCERPT OF
MINUTES OF ACTION
BY THE
BOARD OF DIRECTORS
OF
GENERAL COMMUNICATION, INC.
NOVEMBER 29, 2001

RESOLVED, that Amendments #1 and #2 to the Qualified Employee Stock Purchase Plan of General Communication, Inc. are adopted effective as of the dates indicated thereon.

FURTHER RESOLVED, that the Model Amendment required to be adopted pursuant to the Economic Growth and Tax Relief Reconciliation Act of 2001 is approved and adopted effective January 1, 2002.

AMENDMENT #1
TO THE QUALIFIED EMPLOYEE STOCK PURCHASE PLAN OF GENERAL
COMMUNICATION, INC.

WHEREAS, Section 11.6 of the Qualified Employee Stock Purchase Plan of General Communication, Inc. (the "Plan") provides the Company with the power and right to amend the Plan;

NOW THEREFORE, the Company hereby amends the Plan by the adoption of the following amendments:

1. The following hereby is added to the end of Section 2.1(ix):

For limitation years beginning on and after January 1, 2001, for purposes of applying the limitations described in Section 4.8[b] of the Plan, compensation paid or made available during such limitation years shall include elective amounts that are not includable in the gross income of the employee by reason of Code Section 132(f) (4) (qualified transportation benefits). This amendment shall also apply to include elective deferrals for qualified transportation expenses in the definition of compensation for purposes of Section 2.1(ix) of the Plan for plan years beginning on and after January 1, 2001.

2. The following paragraph hereby is added to the end of Section 8.7[a][5]:

With respect to distributions under the Plan made in calendar years beginning on or after January 1, 2001, the Plan will apply the minimum distribution requirements of Section 401(a)(9) of the Internal Revenue Code in accordance with the regulations under Section 401(a)(9) that were proposed in January 2001, notwithstanding any provision of the Plan to the contrary. This amendment shall continue in effect until the end of the last calendar beginning before the effective date of final regulations under Section 401(a)(9) or such other date specified in guidance published by the Internal Revenue Service.

3. Any inconsistent provisions of the Plan shall be read consistent with this amendment.

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

IN WITNESS WHEREOF, this Amendment is executed on the date first set forth above.

General Communication, Inc.

By: /s/
President

ATTEST:

By: /s/
Secretary

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AMENDMENT NUMBER 2 TO THE
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
OF
GENERAL COMMUNICATION, INC.

THIS AMENDMENT is made this 29th day of November, 2001, by General Communication, Inc., a corporation having its principal place of business at Anchorage, Alaska (subsequently called "Company").

RECITALS

A. The Company entered into and executed the Qualified Employee Stock Purchase Plan of General Communication, Inc. (the "Plan") effective January 1, 1997.

B. Section 11.6 of the Plan provides in part as follows:

"At any time of the Company may amend this Plan and Trust by action of its Board of Directors"

C. The Company now desires to amend the Plan and Trust.

AMENDMENT

NOW THEREFORE, the Company does amend the Plan as follows:

- 1. Effective April 1, 2001, Section 10.7 is amended to change the last sentence as follows:

For voting purposes, each Participant shall be credited with his pro rata portion (including fractional shares) of the Qualifying Employer Securities allocated to his account which are not encumbered. Each Participant shall be entitled to vote the pro rata portion of Qualifying Employer Securities allocable to him under the preceding sentence.

- 2. Any inconsistent provisions 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 and trust.

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- 4. Except as otherwise provided above, the effective date of this Amendment shall be April 1, 2001.

IN WITNESS WHEREOF, General Communications, Inc. has executed this Amendment by its duly authorized officers as of the date first set forth above.

General Communication, Inc.

By: /s/
President

ATTEST:

By: /s/
Secretary

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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 resolution of the Board of Directors contained in the minutes of its meeting attached hereto as Exhibit 4.3.17A and the copy of Amendment No. 3 referred to in that resolution and attached hereto as Exhibit 4.3.17B are true and correct copies of that resolution and amendment as contained in those minutes duly adopted by the Board of Directors of General Communication, Inc. at its meeting held on April 26, 2002.

Executed this 24 day of June, 2003 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 24 day of June, 2003.

/s/ C. Mills
Notary Public in and for Alaska
My Commission Expires: May 17, 2006

EXCERPT OF
MINUTES OF ACTION
BY THE
BOARD OF DIRECTORS
OF
GENERAL COMMUNICATION, INC.
APRIL 26, 2002

RESOLVED, that Amendment #3 to the Qualified Employee Stock Purchase Plan of General Communication, Inc. is adopted effective as of the dates indicated thereon.

AMENDMENT #3
TO THE
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
OF
GENERAL COMMUNICATION, INC.

THIS AMENDMENT is approved and adopted by General Communication, Inc. (the "Company") on this 26th day of April, 2002.

RECITALS

A. The Company maintains the Qualified Employee Stock Purchase Plan of General Communication, Inc. (the "Plan").

B. Section 11.6 of the Plan states that "At any time the Company may amend this Plan and Trust by action of its Board of Directors...";

C. The Board now desires to amend the Plan.

AMENDMENT

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

1. Section 10.1(d) of the Plan hereby is amended by the addition of the following new subsection (x), which will read in its entirety as follows:

(x) 2002 Qualifying Employer Securities Diversification Right: Notwithstanding any other provision of this Plan, effective April 30, 2002, each Participant will be permitted to diversify (direct and change the investment of) that portion of the Participant's Account balance that is invested in Qualifying Employer Securities, in the following manner:

(A) Effective March 31, 2002, an accounting of the historical cumulative portions of the Participant's Account balance which were invested in Qualifying Employer Securities as of March 31, 2002 ("Qualifying Balances") will be completed.

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(B) Effective April 30, 2002, 25% of the March 31, 2002 Qualifying Balances will be available for complete investment direction by the Participant under the terms of this Plan;

(C) Effective April 30, 2003, one-third (33.333%) of the Qualifying Balances on March 31, 2003 (after the application of paragraphs (A) above) will be available for complete investment direction by the Participant under the terms of this Plan; and

(D) Effective April 30, 2004, 50% of the Qualifying Balances on March 31, 2004 (after the application of paragraphs (A) and (B) above) will be available for complete investment direction by the Participant under the terms of this Plan; and

(E) Effective April 30, 2005, 100% of the Qualifying Balances on March 31, 2004 (after application of paragraphs (A), (B), and (C) above) will be available for complete investment direction by the Participant under the terms of this Plan.

The intent of this subsection (x) is to permit Participants complete investment direction over their Qualifying Balances determined as of March 31, 2002, by April 30, 2005.

Amounts contributed and invested in Qualifying Employer Securities after March 31, 2002, will remain subject to the terms of this Plan, excluding this subsection (x).

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.

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

General Communication, Inc.

By: /s/

Title: John M. Lowber, SVP and CFO

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 (i) the resolution of the Board of Directors contained in the minutes of its meeting attached hereto as Exhibit 4.3.18A is a true and correct copy of that resolution as contained in those minutes duly adopted by the Board of Directors of General Communication, Inc. at its meeting held on December 5, 2002, and (ii) the Amendment No. 4 to the plan attached hereto as Exhibit 4.3.18B is a true and correct copy of that amendment prepared at the direction of, and executed by, the officer so indicated, dated December 23, 2002, to implement the intent of the board's December 5, 2002 resolution.

Executed this 24 day of June, 2003 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 24 day of June, 2003.

/s/ C. Mills
Notary Public in and for Alaska
My Commission Expires: May 17, 2006

EXCERPT OF
MINUTES OF ACTION
BY THE
BOARD OF DIRECTORS
OF
GENERAL COMMUNICATION, INC.
DECEMBER 5, 2002

RESOLVED, that the board of directors of General Communication, Inc. ("Company") approves in concept an amendment to (i) change the limit on a participant's contribution to his or her account in the Company's Qualified Employee Stock Purchase Plan from 10% to 50% of compensation for non-highly compensated employees, and from 10% to 12% for highly compensated employees as defined in the plan and (ii) eliminate the phase-in schedule allowing a participant to diversify his or her investments in Company stock over a period of time through 2005 and replace it with permission for the participant to diversify such investments made before December 31, 2002 once the plan provides an appropriate accounting of such stock;

RESOLVED FURTHER, that the board directs the president or his designee to cause the appropriate amendment to the plan to be drafted to implement the provisions of this resolution and to execute and date that amendment to become a part of the plan.

AMENDMENT NUMBER 4 TO THE
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
OF
GENERAL COMMUNICATION, INC.

THIS AMENDMENT is made this 23rd day of December, 2002, by General Communication, Inc., a corporation having its principal place of business at Anchorage, Alaska (subsequently called "Company").

RECITALS

A. The Company entered into and executed the Qualified Employee Stock Purchase Plan of General Communication, Inc. (the "Plan") effective January 1, 1997.

B. Section 11.6 of the Plan provides in part as follows:

"At any time of the Company may amend this Plan and Trust by action of its Board of Directors"

C. The Company now desires to amend the Plan and Trust.

AMENDMENT

NOW THEREFORE, the Company does amend the Plan as follows:

- 1. Effective January 1, 2003, the references to "10%" in Section 4.1(a) and Section 4.1(b) of the Plan (relating to the limits on Participant elective deferrals) shall be replaced with "50% (but 12% for Highly Compensated Employees, as defined in Code Section 414(q))".
- 2. Effective January 1, 2003, Section 10.1(x) of Plan hereby is amended to read in its entirety as follows

10.1(x) Qualifying Employer Securities Diversification Right: Notwithstanding any other provision of this Plan, effective January 1, 2003, each Participant will be permitted to diversify (direct and change the investment of) that portion of the Participant's Account balance that is invested in Qualifying Employer Securities, as follows: Effective December 31, 2002, an accounting of the historical cumulative

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portions of the Participant's Account balance which were invested in Qualifying Employer Securities as of December 31, 2002 (the "Qualifying Balances"), will be completed. As soon as practicable after December 31, 2002, 100% of the Qualifying Balances will be available for complete investment discretion by the Participant under the terms of this Plan. The intent of this subsection (x) it to permit Participants complete investment direction over their Qualifying Balances. Amounts contributed and invested in Qualifying Employer Securities after December 31, 2002, will remain subject to the terms of this Plan, excluding this subsection (x).

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

IN WITNESS WHEREOF, General Communication, Inc. has executed this Amendment by its duly authorized officers as of the date first set forth above.

GENERAL COMMUNICATION, INC.

By: /s/
President

ATTEST:

By: /s/
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 resolution of the Board of Directors contained in the minutes of its meeting attached hereto as Exhibit 4.3.19A is a true and correct copy of that resolution as contained in those minutes duly adopted by the Board of Directors of General Communication, Inc. at its meeting held on April 25, 2003.

Executed this 24 day of June, 2003 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 24 day of June, 2003.

/s/ C. Mills
Notary Public in and for Alaska
My Commission Expires: May 17, 2006

BOARD RESOLUTION

RESOLVED, that the Board of Directors of General Communication, Inc. ("Company") hereby approves increasing the allocation of additional shares to the Company's Qualified Employee Stock Purchase Plan ("Plan") as follows ("Plan Stock"): Class A - 4,000,000 shares;

RESOLVED FURTHER, that the Board approves filing a registration statement pursuant to the federal Securities Act of 1933, as amended ("Securities Act") and, in particular, in the format of Form S-8, where such registration statement will pertain specifically to the registration of the offer of the Plan Stock and such Plan Stock will be offered or acquired through the Plan; and

RESOLVED FURTHER, that the president and other officers of the Company are directed to take such steps as are necessary to register the offer of the Plan Stock and otherwise to be in compliance with the Securities Act and other securities laws.

IRS DETERMINATION ON
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN,
DATED FEBRUARY 23, 2001

INTERNAL REVENUE SERVICE DEPARTMENT OF THE TREASURY
P. O. BOX 2508
CINCINNATI, OH 45201

Employer Identification Number:
Date: FEB 23 2001 92-0072737

DLN:

17007158008010

GENERAL COMMUNICATION INC Person to Contact:
2350 DENALI STREET STE 1000 JUDY HEGENER ID# 31705
ANCHORAGE, AK 99503 Contact Telephone Number:
(877) 829-5500

Plan Name:
QUALIFIED STOCK PURCHASE PLAN OF
GENERAL COMMUNICATION INC.
Plan Number: 001

Dear Applicant:

We have made a favorable determination on your plan, identified above, based on the information supplied. Please keep this letter in your permanent records.

Continued qualification of the plan under its present form will depend on its effect in operation. (See section 1.401-1(b)(3) of the Income Tax Regulations.) We will review the status of the plan in operation periodically.

The enclosed document explains the significance of this favorable determination letter, points out some events that may affect the qualified status of your employee retirement plan, and provides information on the reporting requirements for your plan. It also describes some events that automatically nullify it. It is very important that you read the publication.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination letter is applicable for the amendment(s) executed on 02/11/00.

This plan satisfies the nondiscrimination in amount requirement of section 1.401(a)(4)-1(b)(2) of the regulations on the basis of a design-based safe harbor described in the regulations. The regulations with respect to the specific benefits, rights, or features for which you have provided information.

This letter considers the changes in qualification requirements made by the Uruguay Round Agreements Act, Pub. L. 103-465, the Small Business Job Protection Act of 1996, Pub. L. 104-188, the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353, the Taxpayer Relief Act of 1997, Pub. L. 105-34 and the Internal Revenue Service Restructuring and Reform Act of 1998, Pub. L. 105-206.

The information on the enclosed Publication 794 is an integral part of

Letter 835 DO/CG)

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GENERAL COMMUNICATION INC

this determination. Please be sure to read and keep it with this letter.

The requirement for employee benefits plans to file summary plan descriptions (SPD) with the U.S. Department of Labor was eliminated effective August 5, 1997. For more details, call 1-800-998-7542 for a free copy of the SPD card.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,

Paul T. Shultz
Director,
Employee Plans Rulings & Agreements

Enclosures:
Publication 794

IRS DETERMINATION ON
QUALIFIED EMPLOYEE STOCK PURCHASE PLAN,
DATED JUNE 25, 2002

INTERNAL REVENUE SERVICE DEPARTMENT OF THE TREASURY
P. O. BOX 2508
CINCINNATI, OH 45201

Date: JUN 25 2002

Employer Identification Number:
92-0072737
DLN:
17007158008010

GENERAL COMMUNICATION INC
2550 DENALI STREET STE 1000
ANCHORAGE, AK 99503

Person to Contact:
THOMAS BEARD ID# 52003
Contact Telephone Number:
(877) 829-5500
Plan Name:
QUALIFIED STOCK PURCHASE PLAN OF
GENERAL COMMUNICATION INC
Plan Number: 001

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b) (3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provides examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination is subject to your adoption of the proposed amendments submitted in your letter dated 01/30/01. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b)

This determination letter is applicable for the amendment(s) executed on 02/11/00.

This plan satisfies the requirements of Code section 4975(e)(7).

This letter considers the changes in qualification requirements made by the Uruguay Round Agreements Act, Pub. L. 103-465, the Small Business Job
Letter 835 (DO/Cc)

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GENERAL COMMUNICATION INC

Protection Act of 1996, Pub. L. 104-188, the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353, the Taxpayer Relief Act of 1997, Pub. L. 105-34, the Internal Revenue Service Restructuring and Reform Act of 1998, Pub. L. 105-206, and the Community Renewal Tax Relief Act of 2000, Pub. L. 106-554.

This letter may not be relied on with respect to whether the plan satisfies the requirements of section 401(a) of the Code, as amended by the Economic Growth and Tax Relief Reconciliation Act of 2001, Pub. L. 107-16.

The requirement for employee benefits plans to file summary plan descriptions (SPD) with the U.S. Department of Labor was eliminated effective August 5, 1997. For more details, call 1-800-998-7542 for a free copy of the SPD card.

We have sent a copy of this letter to your representative as indicated

in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,

/s/
Paul T. Shultz
Director,
Employee Plans Rulings & Agreements

Enclosures:
Publication 794

LEGAL OPINION ON LEGALITY OF SHARES DATED JUNE 25, 2003
[WVJB LETTERHEAD]

June 25, 2003

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. Qualified Employee Stock
Purchase Plan; Our File No. 0618.0633

Dear Mr. Duncan:

You have requested an opinion from this firm on behalf of General Communication, Inc. ("Company"), in connection with 4,000,000 shares of Class A common stock of the Company ("Shares") to be allocated and issued in conjunction with the Company's revised Qualified Employee Stock Purchase Plan ("Plan").

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

1. 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 Restated Articles of Incorporation and Bylaws of the Company ("Articles" and "Bylaws", respectively), and the Plan was approved by the Company's then sole shareholder, Western Tele-Communications, Inc., by resolution at the Company's shareholder meeting held on December 17, 1986; and the Plan was later amended by the Board on June 4, 1992 to comply with changes to the federal Rule 16b-3; on March 24, 1993 the Board approved an increased allocation of stock to the Plan in the amount of 700,000 shares of Class A common stock and 100,000 shares of Class B common stock, on October 20, 1994 to comply with the Internal Revenue Code of 1986, as amended, and The Plan was amended by the Board to allow participating eligible employees

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John M. Lowber, Senior Vice President and Chief Financial Officer
General Communication, Inc.
Re: Opinion As To Legality of Shares To Be Issued
Pursuant To General Communication, Inc.
Qualified Employee Stock Purchase Plan
Our File No. 0618.0633
June 25, 2003

- to choose to invest in securities other than the common stock of the Company; on February 9, 1995 the Board approved an increased allocation of stock to the Plan in the amount of 800,000 shares of Class A common stock; on September 1, 1995 the Plan was amended by the Board to comply with provisions of the Internal Revenue Code of 1986, asamended, primarily related to investment responsibility and the relationship between the Plan Committee and the Trustee; on June 25, 1998, the Board approved amendments to the Plan dealing with hardship withdrawals and rollover contributions; on October 30, 1998, the Board approved an increased allocation of stock to the Plan in the amount of 2,000,000 shares of Class A and 400,000 shares of Class B common stock; on May 10, 2000, the Board approved an increased allocation of stock to the Plan in the amount of 2,500,000 shares of Class A common stock; and on April 25, 2003 the Board approved an increased allocation of stock to the Plan in the form of the Shares, i.e., 4,000,000 shares of Class A common stock;
2. 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 and Class B common stock;
 3. The Plan provides for the acquisition of Class A and Class B common stock of the Company by the Plan on behalf of qualified employees, and there are shares available for issuance by the Company under the Plan and pursuant to the Articles;
 4. The material provisions of the Articles and Bylaws pertaining

to the issuance of Class A common stock in effect as of the date of this letter were those in effect as of April 25, 2003;

5. 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;
6. The Company is in good standing with respect to the reporting and corporation tax requirements of the Alaska Corporations Code to which the Company is subject, and the Company is otherwise validly existing as an Alaska corporation pursuant to the laws of the State of Alaska with all

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John M. Lowber, Senior Vice President and Chief Financial Officer
General Communication, Inc.
Re: Opinion As To Legality of Shares To Be Issued
Pursuant To General Communication, Inc.
Qualified Employee Stock Purchase Plan
Our File No. 0618.0633
June 25, 2003

requisite powers to own property and to conduct its business in the manner contemplated by the Articles and Bylaws.

Copies of the Articles and Bylaws, as amended and revised, respectively, Certificate of Incorporation, as restated, the above referenced resolutions, 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, we are of the opinion as follows. Assuming due compliance with applicable federal and state securities laws, (1) the Shares will, when issued through the Plan, represent newly created and legally issued, fully paid, and non-assessable shares of Class A common stock in the Company and (2) each holder of a Share will be entitled to the benefits of a shareholder pro rata based on ownership of outstanding shares of the respective class of 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. The firm is aware of the Company's intent to and consents to the use of this letter as an exhibit in an amendment to Form S-8 registration with the Securities and Exchange Commission pertaining to the Shares to be allocated to the Plan.

Sincerely,

WOHLFORTH, VASSAR,
JOHNSON & BRECHT

/s/
Julius J. Brecht

JJB/dky

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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
AND BRECHT,
A Professional Corporation

/s/

Anchorage, Alaska

June 24, 2003

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

June 23, 2003

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
General Communication, Inc.:

We consent to incorporation by reference of our report dated February 26, 2003, on the consolidated financial statements and schedule of General Communication, Inc. and subsidiaries as of December 31, 2002 and 2001, and for each of the years in the three-year period ended December 31, 2002 which appear in the December 31, 2002 annual report on Form 10-K of General Communication, Inc. and our report dated May 31, 2002 with respect to the statements of net assets available for plan benefits of General Communication, Inc. Qualified Employee Stock Purchase Plan as of December 31, 2001 and 2000 and the related statements of changes in net assets available for plan benefits for the years then ended and all related financial statement schedules, which report appears in the December 31, 2001 annual report on Form 11-K of General Communication, Inc. Qualified Employee Stock Purchase Plan.

/s/
KPMG LLP

Anchorage, Alaska
June 23, 2003

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 resolution of the Board of Directors contained in the minutes of its meeting attached hereto as Exhibit 99.5A is a true and correct copy of that resolution as contained in those minutes duly adopted by the Board of Directors of General Communication, Inc. at its meeting held on June 27, 2001.

Executed this 24 day of June 2003 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 24 day of June 2003.

/s/ C. Mills
Notary Public in and for Alaska
My Commission Expires: May 17, 2006

BOARD RESOLUTION

RESOLVED, that the Board of Directors of General Communication, Inc. ("Company") hereby appoints Vicki Cook as a member of the Plan Committee for the Company's Revised Qualified Employee Stock Purchase Plan, effective as of May 10, 2001.