

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)
907.868.5600
(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> 2,500,000	<C> \$7.60	<C> \$19,000,000	<C> \$2,407.30

<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 \$7.78 per share and \$7.42 per share, respectively, for the Class A common stock, i.e., an average of \$7.60 per share, which will be the subject of the options under the Plan, as quoted on the Nasdaq Stock Market on July 26, 2004.

</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), the Registration Statement for the plan filed with the Commission on Form S-8 on August 30, 2002 (Registration No. 333-99003), and the Company's annual report on Form 10-K for the year ended December 31, 2003, all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2003, 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.

Registration Statement (S-8) 2004

Page 2

GCI Stock Option Plan

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

See Item 1.

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 July 26, 2004.

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)

Registration Statement (S-8) 2004

Page 3

GCI Stock Option Plan

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)

7/26/04
Date

/s/
Donne F. Fisher

7/26/04
Date

Chairman of the Board and Director

/s/
Jerry A. Edgerton, Director

7/26/04
Date

/s/
Stephen M. Brett, Director

7/25/04
Date

William P. Glasgow, Director

Date

/s/
Stephen R. Mooney, Director

7/26/04
Date

/s/
Stephen A. Reinstadtler, Director

7/27/04
Date

James M. Schneider, Director

Date

Registration Statement (S-8) 2004
GCI Stock Option Plan

Page 4

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 July 26, 2004.

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

By: Compensation Committee (acting as the Option Committee)

/s/
Stephen M. Brett

7/25/04
Date

/s/
Donne F. Fisher

7/26/04
Date

William P. Glasgow

Date

/s/
Stephen R. Mooney

7/26/04
Date

/s/
Stephen A. Reinstadtler

7/27/04
Date

James M. Schneider

Date

Registration Statement (S-8) 2004
GCI Stock Option Plan

Page 5

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

Registration Statement (S-8) 2004
GCI Stock Option Plan
<TABLE>

Page 6

EXHIBIT INDEX

<CAPTION>
Exhibit No.
<S>

Description

<S>	<C>	Description
4		Instruments defining rights of security holders, including indentures
4.1		Copy of the General Communication, Inc. Amendment No. 2, dated as of June 24, 2004, to the Amended and Restated 1986 Stock Option Plan
4.2		Resolution of Board of Directors of the Company adopted at its meeting of December 4, 2003 increasing the number of shares allocated to the Plan by 2,500,000 shares of Class A common stock
4.3		Resolution of shareholders of the Company adopted at their June 10, 2004 meeting approving a board recommendation to amend the Plan by increasing the number of shares allocated to the Plan by 2,500,000 shares of Class A common stock
5		Opinion re legality
5.1		Legal Opinion on Legality of Options and Shares dated July 26, 2004
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

</TABLE>

Registration Statement (S-8) 2004
GCI Stock Option Plan

Page 7

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. 2, dated as of June 24, 2004, 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 10, 2004.

EXECUTED this 28th day of July, 2004 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
 John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 28th day of July, 2004.

/s/Judi Mulligan
Notary Public in and for Alaska
My Commission Expires: 8/7/04

AMENDMENT NO. 2, DATED AS OF JUNE 24, 2004,

TO THE

AMENDED AND RESTATED 1986 STOCK OPTION PLAN

OF

GENERAL COMMUNICATION, INC.

AMENDMENT NO. 2
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 24th day of June, 2004.

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 13,200,000 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.

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 and CEO

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 attached hereto as Exhibit 4.2A is a true and correct copy of a resolution duly adopted by the Board of Directors of General Communication, Inc. at its meeting held on December 4, 2003.

EXECUTED this 28th day of July, 2004 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
 John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 28th day of July, 2004.

/s/ Judi Mulligan
Notary Public in and for Alaska
My Commission Expires: 8/7/04

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 2.5 million shares for a total allocation to the plan of 13.2 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 2004 annual meeting of shareholders.

DATED, this 4th day of December, 2003.

/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 10, 2004

EXECUTED this 28th day of July, 2004 at Anchorage, Alaska.

GENERAL COMMUNICATION, INC.

By: /s/
 John M. Lowber, Secretary

SUBSCRIBED AND SWORN TO before me this 28th day of July, 2004.

/s/ Judi Mulligan
Notary Public in and for Alaska
My Commission Expires: 8/7/04

SHAREHOLDER RESOLUTION

RESOLVED, that the shareholders of General Communication, Inc. hereby approve the amendment to the General Communication, Inc. Amended and Restated 1986 Stock Option Plan adopted by the board of directors of the Company at its December 4, 2003 meeting, increasing the number of shares authorized and allocated to the plan by 2.5 million shares for a total of 13.2 million shares of Company Class A common stock.

DATED, this 10th day of June, 2004.

/s/
Secretary

July 30, 2004

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. 2 Dated June 24,
 2004 To the Amended and Restated 1986 Stock Option Plan;
 Our File No. 0618.0746

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 2.5 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. 2 dated June 24, 2004 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 10, 2004.

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"):

- o 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

Ronald A. Duncan, President
 General Communication, Inc.
 Opinion As To Legality of Shares To Be Issued Pursuant To General Communication, Inc. Amendment No. 2 Dated June 24, 2004 To the Amended and Restated 1986 Stock Option Plan
 Our File No. 0618.0746
 July 30, 2004

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

- o 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.
- o 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, June 6, 2002, and June 10, 2004 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 shares, 1,500,000 shares, 2,000,000 shares, and 2,500,000 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.

Ronald A. Duncan, President
General Communication, Inc.

Opinion As To Legality of Shares To Be Issued Pursuant To General Communication, Inc. Amendment No. 2 Dated June 24, 2004 To the Amended and Restated 1986 Stock Option Plan
Our File No. 0618.0746
July 30, 2004

- o 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.
- o 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.
- o 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 April 23, 2004), the Company's current Restated Certificate of Incorporation (dated December 18, 2000), the above referenced resolutions, the Amendment No. 2 dated June 24, 2004 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, 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.

Ronald A. Duncan, President
General Communication, Inc.

Opinion As To Legality of Shares To Be Issued Pursuant To General Communication, Inc. Amendment No. 2 Dated June 24, 2004 To the Amended and Restated 1986 Stock Option Plan
Our File No. 0618.0746
July 30, 2004

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 we 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

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

July 26, 2004

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

July 26, 2004

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
General Communication, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of General Communication, Inc. of our report dated February 20, 2004, with respect to the consolidated balance sheets of General Communication, Inc. as of December 31, 2003 and 2002, and the related consolidated statements of income, stockholders' equity and cash flows, for each of the years in the three-year period ended December 31, 2003, and the related financial statement schedule, which reports appear in the December 31, 2003, annual report on Form 10-K of General Communication, Inc. The audit report covering the December 31, 2003 financial statements refers to the adoption of Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations, effective January 1, 2003.

KPMG LLP

/s/

Anchorage, Alaska

July 28, 2004