

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 2)

Under the Securities Exchange Act of 1934

GENERAL CINEMA CORPORATION
(Name of Issuer)

Common Stock Par Value \$1.00 Per Share
(Title of Class and Securities)

369352109
(CUSIP Number of Class of Securities)

J. Hamilton Crawford, Jr. Gabelli Funds Inc.
One Corporate Center Rye, New York 10580 (914) 921-5067
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

February 18, 1993
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule
13G to report the acquisition which is the subject of this State-
ment because of Rule 13d-1(b)(3) or (4), check the following box:

Check the following box if a fee is being paid with this State-
ment:

CUSIP No. 369352109

13D

(1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
GAMCO Investors, Inc. I.D. No. 13-2951242

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
00: Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH

:	(7) SOLE VOTING POWER
:	2,287,454 (Item 5)
:	
:	(8) SHARED VOTING POWER
:	None
:	
:	(9) SOLE DISPOSITIVE
:	POWER
:	2,531,954 (Item 5)
:	

: (10) SHARED DISPOSITIVE
: POWER
: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,531,954 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
4.65%

(14) TYPE OF REPORTING PERSON*
IA

CUSIP No. 369352109 13D

(1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Gabelli Funds, Inc. I.D. No. 13-3056041

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

	: (7) SOLE VOTING POWER
	: 880,000 (Item 5)
	:
	: (8) SHARED VOTING POWER
	: None (Item 5)
	:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (9) SOLE DISPOSITIVE : POWER : 880,000 (Item 5)
	:
	: (10) SHARED DISPOSITIVE : POWER : None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
880,000 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
1.62%

(14) TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer

This Amendment No. 2 to Schedule 13D on General Cinema Corp. (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on July 13, 1990. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

All Reporting Persons used an aggregate of approximately \$3,910,645 to purchase its Securities. GFI used approximately \$3,910,645 respectively, of funds that were provided through the accounts of certain of their investment advisory clients.

Item 5. Interest In Securities Of The Issuer

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 3,412,954 shares, representing 6.27% of the 54,409,904 shares outstanding as reported in the Issuer's Form 10-K dated January 20, 1993. However, the Reporting Persons' ownership of "Common Shares" (common shares together with Class B Stock) is 4.47% of the 76,354,343 total combined common shares* outstanding as reported in the Issuer's most recently filed Form 10-K dated January 20, 1993.

* 54,409,904 common shares plus 21,944,439 shares Class B stock.

The Reporting persons beneficially own those Securities as follows:

Name	Shares of Class of Common	% of Class of Common	% of all "Common Shares"
GAMCO			
As Agent	2,531,954	4.65%	3.32%
GFI			
As Principal	0	0.00%	0.00%
As Agent	880,000	1.62%	1.15%
Gabelli & Company:			
Principal/Trading Agent	0 500	0.00% 0.00%	0.00% 0.00%
Mario J. Gabelli	500	0.00%	0.00%

Mr. Gabelli is deemed to have beneficial ownership of the Securities beneficially owned by each of the foregoing persons and GFI is deemed to have beneficial ownership of the securities owned beneficially by each of the foregoing persons other than Mr. Gabelli.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that GAMCO Investors, Inc. does not have authority to vote 244,500 of the reported shares, and except that GFI has sole dispositive and voting power of The Gabelli Asset Fund, The Gabelli Growth Fund, The Gabelli Convertible Securities Fund, The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, and or/ The Gabelli Equity Income Fund with respect to the 880,000 shares held by one or of such funds, and except that Gabelli & Company shares with the clients for whose accounts such Securities were purchased the

voting and dispositive power with respect to the any shares which may be purchased for such accounts, and except that the power of Mr. Gabelli and GFI is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2000

GABELLI FUNDS, INC.

By: _____
J. Hamilton Crawford, Jr.
Senior Vice President
and General Counsel

GAMCO INVESTORS, INC.

By: _____
Douglas R. Jamieson
Chief Operating Officer
and Executive Vice President

Schedule I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; and his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is Gabelli Funds, Inc., Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

Gabelli Funds, Inc.

Directors:

Mario J. Gabelli

Richard B. Black Chairman of Raster Image Processing Systems; Chairman ECRM; On Board of Directors of Archetype and Oak Technology; General Partner of KBA Partners, Parker Plaza 400 Kelby Street, Fort Lee, NJ 07029

Charles C. Baum Secretary & Treasurer United Iron & Metal Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223

Dr. Eamon M. Kelly President Tulane University 218 Gibson Hall 6823 St. Charles Avenue New Orleans, LA 70118

Officers:

Mario J. Gabelli Chairman, Chief Executive Officer and Chief Investment Officer

J. Hamilton Crawford, Jr. Senior Vice President, Secretary and General Counsel

Stephen G. Bondi Vice President - Finance

Joseph J. Frazzitta Assistant Secretary

GAMCO Investors, Inc.

Directors:

Mario J. Gabelli
Douglas R. Jamieson
Joseph R. Rindler, Jr.
Regina Pitaro
Joseph J. Frazzitta
William F. Scholz

Officers:

Mario J. Gabelli Chairman and Chief Executive Officer

Douglas R. Jamieson Chief Operating Officer and Executive Vice President

Joseph J. Frazzitta Vice President and Chief Financial Officer

Paul Middlemiss Vice President, Assistant Secretary and General Counsel

J. Hamilton Crawford, Jr. Secretary

Gabelli Securities, Inc.

Directors:

Charles Baum Secretary and Treasurer United Iron & Metal Works Co. 2545 Wilkens Avenue Baltimore, Maryland

Joseph R. Rindler
Managing Director
Gabelli & Company, Inc.
One Corporate Center
Rye, NY 10580

David Perlmutter
Perlmutter & Associates
200 Park Avenue, Suite 4515
New York, N.Y. 10166

Stephen G. Bondi
Acting Chief Operating Officer
and Vice President

Advisors:

Vincent J. Amabile
Robert Blake

Officers:

Stephen G. Bondi
Acting Chief Operating Officer
and Vice President

J. Hamilton Crawford, Jr.
Senior Vice President
and General Counsel

Joseph J. Frazzitta
Vice President and Chief
Financial Officer

Gabelli & Company, Inc.

Directors:

James Webster
Chairman

Charles C. Baum
Secretary and Treasurer,
United Iron & Metal Works Co.
2545 Wilkens Avenue
Baltimore, Maryland

Joseph J. Frazzitta
Vice President and
Chief Financial Officer

Officers:

James Webster
Chairman

Anthony J. Morano
Vice President - Compliance

Joseph J. Frazzitta
Vice President/Finance and
Chief Financial Officer

Stephen G. Bondi
Vice President

J. Hamilton Crawford, Jr.
Senior Vice President
and General Counsel

GLI, Inc.

Directors:

Mario J. Gabelli

Officers:

Mario J. Gabelli
Chairman and Chief Investment
Officer

Stephen G. Bondi
Vice President

J. Hamilton Crawford, Jr.
Secretary

Gabelli Associates Limited

Directors:

Mario J. Gabelli

Pierson Management (Cayman) Limited P.O. Box 2003, Cayside Galleries Harbour Drive, George Town, Grand Cayman, British West Indies

Pierson Nominees (Cayman) Limited P.O. Box 2003, Cayside Galleries Harbour Drive, George Town, Grand Cayman, British West Indies

Officers:

Mario J. Gabelli Chief Investment Officer

Kevin Bromley Vice President, Treasurer and Assistant Secretary

Sandra Wight Secretary and Assistant Treasurer

Gabelli International Limited

Directors:

Mario J. Gabelli 8 Sound Shore Drive Greenwich, CT 06830

Pierson Management (Cayman) Limited P.O. Box 2003, Cayside Galleries Harbour Drive, George Town, Grand Cayman, British West Indies

Officers:

Kevin Bromley Vice President, Pierson, Heldring & Pierson (Cayman) Limited, P.O. Box 2003, Cayside Galleries Harbour Drive, George Town, Grand Cayman, British West Indies

Sandra Wight Secretary and Assistant Treasurer Pierson, Heldring & Pierson (Cayman) Limited, P.O. Box 2003, Cayside Galleries Harbour Drive, George Town, Grand Cayman, British West Indies

Kevin Bromley Treasurer and Assistant Secretary

Lynch Corporation

Directors:

Paul J. Evanson Chief Financial Officer FPL Group, Inc. P.O. Box 14000 700 Universe Blvd. Juno Beach, Fl 33408

Bradley J. Bell Vice President & Treasurer Whirlpool Corp. Administrative Center Benton Harbor, MI 49022

Morris Berkowitz Business Consultant 163-43 Willets Point Blvd. Whitestone, NY 11357

Richard J. Boyle 4205 Chino, East Wayzata, Minnesota 55391

Mario J. Gabelli Chairman, Chief Executive

Officer and Chief Investment
Officer, The Gabelli Group,
Inc.

Robert C. Kolodny, M.D. Medical Director and Chairman
of the Board of The Behavioral
Medicine Institute
885 Oenoke Ridge Road
New Canaan, CT 06840

Paul Woolard Business Consultant
116 East 68th Street
New York, NY 10021

E. Val Cerutti Director, Gabelli Convertible
Securities Fund.
227 McLain Street
Mount Kisco, NY 10549

Officers:

Mario J. Gabelli Chairman and Chief Executive
Officer

Daniel E. Miller Vice President - Administration,
Secretary and General Counsel
Lynch Corporation
8 Sound Shore Drive
Greenwich, CT 06830

Joseph H. Epel Treasurer

Robert E. Dolan Controller

Carmine Ceraolo Assistant Controller

Safety Railway Service Corporation

Directors:

Paul J. Evanson Chief Financial Officer
FPL Group, Inc.
P.O. Box 14000
700 Universe Blvd.
Juno Beach, Fl 33408

William F. Bullis Safety Railway Service Corporation
265 Great Neck Road
Great Neck, NY 11021

Daniel E. Miller Vice President of
Administration, Secretary and
General Counsel
Lynch Corporation
8 Sound Shore Drive
Greenwich, CT 06830

Michael Rosmarin Chairman and President,
Michael Rosmarin and Company
100 Prospect Street
Stamford, CT 06901

Bruce Ritzenthaler President
Barcorp Holding, Inc.
7-A West Jackson Avenue
Naperville, IL 60540

Officers:

Robert E. Dolan Controller

Joseph H. Epel Treasurer and Assistant
Secretary

Daniel E. Miller Secretary

Western New Mexico Telephone Company

Directors:

Jack C. Keen	Chairman
Jack W. Keen	President
Dr. Brian E. Gordon	Vice President
Mary Beth Baxter	Secretary & Treasurer
Robert E. Dolan	Controller Lynch Corporation 8 Sound Shore Drive Greenwich, CT 06830
Joseph H. Epel	Assistant Treasurer
Daniel E. Miller	Assistant Secretary
Gary Sugarman	President Brighton Communications Harro East, Suite 310 400 Andrews Street Rochester, NY 14604

Officers:

Jack C. Keen	Chairman of the Board
Jack W. Keen	President
Jack L. Bentley	Executive Vice President
Dr. Brian E. Gordon	Vice President
Charles M. Baxter	Sr. Vice President-Operations
Mary Beth Baxter	Secretary & Treasurer
Daniel E. Miller	Assistant Secretary
Joseph H. Epel	Assistant Treasurer

Inter-Community Telephone Company

Directors:

Carmine P. Ceraolo	Assistant Controller Lynch Corporation 8 Sound Shore Drive Greenwich, CT 06830
Robert E. Dolan	Controller Lynch Corporation
Joseph H. Epel	Treasurer Lynch Corporation
Daniel E. Miller	Vice President of Administration Secretary and General Counsel Lynch Corporation
Leone A. Nilsen	President
Roger J. Nilsen	P.O. Box 146 Hannaford, ND 58448
Duane A. Plecity	Secretary
Harry B. Snyder	P.O. Box 131 Buffalo, ND 58011

Robert Snyder

200 Broadway South
Buffalo, ND 58011

Gary Sugarman

President
Brighton Communications
Harro East, Suite 310
400 Andrews Street
Rochester, NY 14604

Officers:

Leone A. Nilsen

President

Duane A. Plecity

Secretary

Harry B. Snyder

Treasurer

Daniel E. Miller

Assistant Secretary

Joseph H. Epel

Assistant Treasurer

SCHEDULE II
INFORMATION WITH RESPECT TO
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
COMMON STOCK-GRAY COMM SYS INC		
MJG ASSOCIATES, INC.		
10/26/00	1,000-	16.3125
GAMCO INVESTORS, INC.		
11/02/00	7,000	14.2500
10/31/00	10,000	13.9750
10/31/00	1,500	14.0000
10/30/00	500	13.8750
10/27/00	3,000	13.5625
10/27/00	7,000	13.5625
10/26/00	5,800	13.3082

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.