SCHEDULE 13D
Under the Securities Exchange Act of 1934 (Amendment No. 15)
GRAY COMMUNICATIONS SYSTEMS, INC.
(Name of Issuer)
Class B Common Stock No Par Value
(Title of Class of Securities)

389190208
(CUSIP Number)

James E. McKee, Gabelli Asset Management Inc.,
One Corporate Center, Rye, NY 10580-1434 (914) 921-5294
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 17, 2000
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule
13G to report the acquisition that is the subject of this Sched-
ule 13D, and is filing this schedule because of Sections 240.13d-1(e),
240.13d-1(f) or 240.13d-1(g), check the following box [  ].

CUSIP No. 002535201

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Funds, LLC               I.D. No. 13-4044523

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

(3) SEC USE ONLY

(4) SOURCE OF FUNDS’
   OO: Funds of investment company 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

: (7) SOLE VOTING POWER
   : 538,300 (Item 5)

: (8) SHARED VOTING POWER
   : None (Item 5)

: (9) SOLE DISPOSITIVE
   : POWER
   : 538,300 (Item 5)

: (10) SHARED DISPOSITIVE
   : POWER
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 538,300 (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 6.23%

(14) TYPE OF REPORTING PERSON* IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 002535201 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
GAMCO Investors, Inc. I.D. No. 13-4044521

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

(3) SEC USE ONLY

(4) SOURCE OF FUNDS' OO: 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

: (7) SOLE VOTING POWER : 619,799 (Item 5)

: (8) SHARED VOTING POWER : None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (9) SOLE DISPOSITIVE POWER : 643,049 (Item 5)

: (10) SHARED DISPOSITIVE POWER : None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 643,049 (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 7.45%

(14) TYPE OF REPORTING PERSON* IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 002535201 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli International Limited I.D. No. Foreign Corporation

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

British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
: 24,750 (Item 5)

: (8) SHARED VOTING POWER
: None (Item 5)

: (9) SOLE DISPOSITIVE POWER
: 24,750 (Item 5)

: (10) SHARED DISPOSITIVE POWER
: None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,750 (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

0.29%

(14) TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 389190208 13D

(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gabelli Advisers, Inc. I.D. No. 13-4008049

(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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
: 9,200 (Item 5)

: (8) SHARED VOTING POWER
: None

: (9) SOLE DISPOSITIVE POWER
: 9,200 (Item 5)

: (10) SHARED DISPOSITIVE POWER
: None
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,200 (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 0.11%

(14) TYPE OF REPORTING PERSON* IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 389190208 13D

(1) NAMES OF REPORTING PERSONS
Gabelli Group Capital Partners, 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*
None

(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
: None (Item 5)

: (8) SHARED VOTING POWER
: None (Item 5)

: (9) SOLE DISPOSITIVE
: POWER
: None (Item 5)

: (10) SHARED DISPOSITIVE
: POWER
: None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON None (Item 5)

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 0.00%

(14) TYPE OF REPORTING PERSON* HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 389190208 13D

(1) NAMES OF REPORTING PERSONS
Gabelli Asset Management Inc. I.D. No. 13-4007862

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

(4) SOURCE OF FUNDS
None

(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
   : None (Item 5)

 : (8) SHARED VOTING POWER
   : None

 : (9) SOLE DISPOSITIVE POWER
   : None (Item 5)

 : (10) SHARED DISPOSITIVE POWER
   : None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 389190208 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Marc J. Gabelli

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

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
None

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
USA

: (7) SOLE VOTING POWER
   : None (Item 5)

 : (8) SHARED VOTING POWER
   : None

 : (9) SOLE DISPOSITIVE POWER
   : None (Item 5)

 : (10) SHARED DISPOSITIVE POWER
   : None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
   : None (Item 5)

 : (8) SHARED VOTING POWER
   : None

 : (9) SOLE DISPOSITIVE POWER
   : None (Item 5)

 : (10) SHARED DISPOSITIVE POWER
   : None

: (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Marc J. Gabelli

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

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
None

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
USA

: (7) SOLE VOTING POWER
   : None (Item 5)

 : (8) SHARED VOTING POWER
   : None

 : (9) SOLE DISPOSITIVE POWER
   : None (Item 5)

 : (10) SHARED DISPOSITIVE POWER
   : None
Item 1. Security and Issuer
This Amendment No. 15 to Schedule 13D on the Class B Common Stock of Gray Communications Systems, Inc. (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 September 26, 1996. 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 2. Identity and Background
This statement is being filed by Mario J. Gabelli ("Mario
Gabelli\textsuperscript{a}), Marc J. Gabelli ("Marc Gabelli") and various entities which either one directly or indirectly controls or for which either one acts as chief investment officer. These entities, except for Lynch Corporation ("Lynch"), Spinnaker Industries, Incorporated ("Spinnaker"), Western New Mexico Telephone Company ("Western New Mexico"), Entoleter, Inc. ("Entoleter"), Lynch Telecommunications Corporation ("Lynch Telecom"), Lynch Telephone Corporation ("Lynch Telephone"), Lynch Interactive Corporation ("Interactive"), Brighton Communications Corporation ("Brighton") and Inter-Community Telephone Company ("Inter-Community") (collectively, "Lynch and its affiliates"), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, as broker/dealer and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: Gabelli Group Capital Partners, Inc. ("Gabelli Partners"), Gabelli Asset Management Inc. ("GAM\textsuperscript{a})", Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Investors, Inc. ("GAMCO"), Gabelli Securities, Inc. ("GSI"), Gabelli & Company, Inc. ("G&Co"), Gabelli Performance Partnership L.P. ("GPP"), GLI, Inc. ("GLI"), Gabelli Associates Fund ("Gabelli Associates"), Gabelli Associates Limited ("GAL"), Gabelli & Company, Inc. Profit Sharing Plan (the "Plan"), Gabelli International Limited ("GLI"), Gabelli International II Limited ("GLI II"), Gabelli International Gold Fund Limited ("GIGFL"), ALCE Partners, L.P. ("ALCE"), Gabelli Multimedia Partners, L.P. ("Multimedia Partners"), MJG Associates, Inc. ("MJG Associates"), Gemini Capital Management Ltd. ("Gemini"), Gabelli Fund, LDC ("LDC"), Gabelli Foundation, Inc. ("Foundation"), Gabelli Global Partners, Ltd. ("GGP Ltd."), Gabelli Global Partners, L.P. ("GGP L.P."), Mario Gabelli, Marc Gabelli, Lynch, Spinnaker, Western New Mexico, Entoleter, Lynch Telecom, Lynch Telephone and Inter-Community. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

Gabelli Partners makes investments for its own account and is the parent company of GAM. GAM, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, each of which is named below.

GAMCO, a wholly-owned subsidiary of GAM, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GAM, acts as a general partner or investment manager to limited partnerships and offshore investment companies and as a part of its business regularly purchases and sells securities for its own account. It is the immediate parent of Gabelli & Company.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

GLI, wholly-owned subsidiary of GSI, is a corporation which currently has no active operations.

Gabelli Associates is a New York limited partnership whose primary business purpose is risk arbitrage investments. GSI and Mario Gabelli are the general partners of Gabelli Associates.

GAL is a corporation whose primary business purpose is risk arbitrage investments. Shares of GAL's common stock are offered to persons who are neither citizens nor residents of the
United States and may be offered to a limited number of U.S. investors. GSI is the investment manager of GAL.


Gabelli Advisers, Inc. ("Gabelli Advisers"), a subsidiary of GAMI, is an investment adviser which provides discretionary advisory services to the Gabelli Westwood Mighty Mites Fund. The Plan, a qualified employee profit sharing plan, covers substantially all employees of GAMI and its affiliates.

GPP is a limited partnership whose primary business purpose is investing in securities. MJG Associates is the general partner of GPP, and Mario Gabelli is a portfolio manager for GPP.

GIL is a corporation whose primary business purpose is investing in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL. Mario Gabelli is a portfolio manager for GIL and Chairman of the Board of Directors of GIL.

GIL II is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL II's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL II. Mario Gabelli is a portfolio manager and Chairman of the Board of Directors of GIL II.

ALCE is an investment limited partnership that seeks long-term capital appreciation primarily through investments in public and private equity securities. GSI is a general partner of ALCE. Multimedia Partners is an investment limited partnership whose objective is to provide long-term capital appreciation by investing primarily in public and private multimedia communications companies. GSI is a general partner of Multimedia Partners.

GGP L.P. is a partnership whose primary business purpose is investing in Securities on a global basis. Gabelli Securities, Inc. and Gemini Capital Management, LLC are the general partners of GGP L.P. and Marc Gabelli is a portfolio manager for GGP L.P.

GGP Ltd. is a corporation whose primary business purpose is investing in Securities on a global basis. Gabelli Securities, International Limited and Gemini Capital Management, LLC are the investment advisors of GGP Ltd. and Marc Gabelli is the portfolio manager for GGP Ltd.

LDC is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Interests are offered to insurance companies which do not conduct business in the United States and which are licensed where they do business. MJG Associates is the Investment Manager of LDC. Mario Gabelli is a portfolio manager for LDC.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates.

Gemini is a corporation whose primary business purpose is to provide advisory services to offshore funds. Marc Gabelli is the President and Chief Investment Officer of Gemini.

The Foundation is a private foundation. Mario Gabelli is the President, a Trustee and the Investment Manager of the Foundation.

Lynch is a public company traded on the American Stock Exchange engaged in manufacturing. Spinnaker, a subsidiary of Lynch, is also a public company and its stock is traded on the NASDAQ National Market. Spinnaker is a manufacturing firm with major subsidiaries in specialty adhesive-backed
Interactive is a public company listed on the American Stock Exchange. It is a holding company whose principal subsidiary is Brighton. Brighton is a 100% owned subsidiary of Interactive. Brighton is a holding company with subsidiaries in multimedia and services businesses. Western New Mexico, a subsidiary of Brighton, provides telephone services in a service area in Southwestern New Mexico. Inter-Community, which is also a subsidiary of Brighton, provides local telephone services in an area 40 miles west of Fargo, North Dakota. Lynch and Interactive actively pursue new business ventures and acquisitions.

Mario J. Gabelli is a director, Chairman of the Board and Chief Executive Officer and a substantial shareholder of Lynch and Interactive.

Mario Gabelli is the majority stockholder and Chairman of the Board of Directors and Chief Executive Officer of Gabelli Partners and GAMCO, and the Chief Investment Officer for each of the Reporting Persons which are entities other than Gemini. Gabelli Partners is the majority shareholder of GAMCO. GAMCO, in turn, is the sole stockholder of GAMCO. GAMCO is also the majority stockholder of Gabelli Advisers. Gabelli & Company is a wholly-owned subsidiary of GSI. GLI is a wholly-owned subsidiary of GSI. Marc Gabelli is the majority stockholder of Gemini.

The Reporting Persons do not admit that they constitute a group.

Gabelli Partners, GAMCO, Gabelli & Company and GLI are New York corporations and GSI and Gabelli Advisers are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. GPP is a New York limited partnership having its principal business office at 481 Theodore Fremd Ave., Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 481 Theodore Fremd Ave., Rye, New York 10580. Gabelli Associates is a New York limited partnership having its principal business office at One Corporate Center, Rye, New York 10580. Gal and GLI are corporations organized under the laws of the British Virgin Islands, and GGP Ltd. is a corporation organized under the laws of the Cayman Islands, each having its principal business office at c/o MeesPierson (Cayman) Limited, British American Centre, Dr. Roy's Drive-Phase 3, George Town, Grand Cayman, British West Indies. GIL II is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Coutts & Company (Cayman) Limited, West Bay Road, Grand Cayman, British West Indies. Gemini is a Bermuda corporation having its principal business office at c/o Appleby, Spurling & Kempe, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda. LDC is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Tremont (Bermuda) Limited, Tremont House, 4 Park Road, Hamilton HM II, Bermuda. The Foundation is a private foundation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. Lynch is a Delaware corporation having its principal business office at 481 Theodore Fremd Avenue, Rye, NY 10580. Spinnaker is a Delaware corporation having its principal business office at 251 Welton Street, Hamden, CT 06511. Lynch and its affiliates make investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions (not in the case of Western New Mexico) and are not engaged in the business of investing, reinvesting, or trading in securities. Interactive and Brighton are Delaware corporations each having its principal place of business at 481 Theodore Fremd Avenue, Rye, NY 10580.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(f) Reference is made to Schedule I hereto.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 1,215,299 shares, representing 14.08% of the 8,634,741 shares outstanding as reported in the Issuer's most recently filed Form 10-K for the fiscal year ended December 31, 1999. The Reporting Persons beneficially own those Securities as follows:
<table>
<thead>
<tr>
<th>Name</th>
<th>Shares of Class B Common Stock</th>
<th>% of Class B Common Stock</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gabelli Funds:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>As Principal</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td>As Agent</td>
<td>538,300</td>
<td>6.23%</td>
</tr>
<tr>
<td>GAMCO:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>As Principal</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td>As Agent</td>
<td>643,049</td>
<td>7.45%</td>
</tr>
<tr>
<td>GIL</td>
<td>24,750</td>
<td>0.29%</td>
</tr>
<tr>
<td>Gabelli Advisers</td>
<td>9,200</td>
<td>0.11%</td>
</tr>
<tr>
<td>Marc Gabelli</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td>Mario Gabelli</td>
<td>0</td>
<td>0.00%</td>
</tr>
</tbody>
</table>

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Marc Gabelli. Gabelli Funds and GAMI are deemed to have beneficial ownership of the securities owned beneficially by each of the foregoing persons other than Mario Gabelli and Marc 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 (i) GAMCO does not have the authority to vote 23,250 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the 536,300 shares of the Issuer held by the Funds, so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and in that event, the Proxy Voting Committee of each of the Funds shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such Fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, Marc Gabelli, GAMI and Gabelli Partners is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 15, 1999

MARIO J. GABELLI

By:_____________________________
   James E. McKee
   Attorney-in-Fact

GABELLI GROUP CAPITAL PARTNERS, INC.

By:_____________________________
   James E. McKee
   General Counsel

GAMCO INVESTORS, INC.

By:_____________________________
   James E. McKee
   General Counsel

GABELLI INTERNATIONAL LIMITED

By:_____________________________
   Mario J. Gabelli, Chairman
   by: James E. McKee
   Attorney-in-Fact

GABELLI ADVISERS, INC.

By:_____________________________
   James E. McKee
   Secretary

GABELLI FUNDS, LLC

By:_____________________________
   James E. McKee
   Secretary

GABELLI ASSET MANAGEMENT INC.

By:_____________________________
   James E. McKee
   General Counsel

MARC J. GABELLI

By:_____________________________
   James E. McKee
   Attorney-in-Fact
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 Group Capital Partners, Inc., Gabelli Asset Management Inc., Gabelli Funds, LLC, 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 Group Capital Partners, Inc.

Directors:

Mario J. Gabelli*

Richard B. Black President and Director of
Oak Technology, Inc.;
Chairman ECRM; Director
of The Morgan Group, Inc.;
General Partner of KBA Part-
ners, Parker Plaza
400 Kelby Street,
Fort Lee, NJ 07029

Charles C. Baum Chairman, Director and Chief Execu-
tive Officer of The Morgan Group,
Inc.; Secretary & Treasurer
United Holdings
2545 Wilkens Avenue
Baltimore, MD  21223

Dr. Eamon M. Kelly Professor
Payson Center for International
Development Technology Transfer
Tulane University
300 Hebert Hall
6823 St. Charles Avenue
New Orleans, LA  70118

Marc J. Gabelli Managing Director

Matthew R. Gabelli Vice President-Trading
Gabelli & Company
One Corporate Center
Rye, New York 10580

Officers:

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

Stephen G. Bondi Executive Vice President-Finance
and Administration

* Mr. Gabelli is the Chief Executive Officer and Chief Invest-
ment Officer of Gabelli Group Capital Partners, Inc., Gabelli Asset
Management Inc. and GAMCO Investors, Inc.; Director/Trustee of all
registered investment companies advised by Gabelli Funds, LLC; Chairman
and Chief Executive Officer of Lynch Corporation; Director of East/West
Communications, Inc.
Robert S. Zuccaro  
Vice President and Chief Financial Officer

James E. McKee  
Vice President, General Counsel and Secretary

Gabelli Asset Management Inc.

Directors:

Raymond C. Avansino, Jr.  
Chairman  
E.L. Wieand Foundation  
165 West Liberty Street  
Reno, NV 89501

Mario J. Gabelli  
See above

John C. Ferrara  
Chief Financial Officer  
Space.Com  
120 West 45th Street  
New York, New York 10036

Dr. Eamon M. Kelly  
See above

Karl Otto Pohl (1)  
Sal Oppenheim Jr. & Cie  
Bockenheimer Landstrasse 20  
D-6000 FRANKFURT AM MAIN  
Germany

Officers:

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

Robert S. Zuccaro  
Vice President and Chief Financial Officer

James E. McKee  
Vice President, General Counsel and Secretary

GAMCO Investors, Inc.

Directors:

Douglas R. Jamieson  
Joseph R. Rindler, Jr.  
Regina M. Pitaro  
F. William Scholz, II  
William S. Selby

Officers:

Mario J. Gabelli  
Chief Executive Officer and Chief Investment Officer

Joseph R. Rindler, Jr.  
Chairman

Douglas R. Jamieson  
Executive Vice President and Chief Operating Officer

Robert S. Zuccaro  
Vice President and Chief Financial Officer

Stephen G. Bondi  
Vice President

James E. McKee  
Vice President, General Counsel and Secretary

Peter D. Goldstein  
Deputy General Counsel and Assistant Secretary

Gabelli Funds, LLC

Officers:

Mario J. Gabelli  
Chief Investment Officer

Bruce N. Alpert  
Executive Vice President and Chief Operating Officer
Gus Coutsouros                Vice President and Chief Financial Officer  
Stephen G. Bondi              Vice President  
James E. McKee                Secretary  

Gabelli Advisers, Inc.  

Directors:  
Bruce N. Alpert  
John D. Gabelli  
Joseph R. Rindler, Jr.  

Officers:  
Bruce N. Alpert               Chief Operating Officer  
Stephen G. Bondi              Vice President  
James E. McKee                Secretary  

Gabelli Securities, Inc.  

Directors:  
Robert W. Blake               President of W.R. Blake & Sons, Inc.  
196-20 Northern Boulevard  
Flushing, NY  11358  

Douglas G. DeVivo             General Partner of ALCE Partners, L.P.  
One First Street, Suite 16  
Los Altos, CA  94022  

Joseph R. Rindler, Jr.        See above  

Officers:  
Stephen G. Bondi              Vice President  
Robert S. Zuccaro             Vice President-Finance  
James E. McKee                Secretary  

Gabelli & Company, Inc.  

Directors:  
James G. Webster, III         Chairman  
Stephen G. Bondi              See above  
Donald C. Jenkins             Director of Research  

Officers:  
James G. Webster, III         Chairman  
Stephen G. Bondi              Vice President  
Bruce N. Alpert               Vice President-Mutual Funds  
Walter K. Walsh               Compliance Officer  
James E. McKee                Secretary  

GLI, Inc.  

Directors:  
Mario J. Gabelli              See above-Gabelli Group Capital Partners, Inc.  

Officers:
Mario J. Gabelli  Chairman and Chief Investment Officer

Stephen G. Bondi  Vice President

Gabelli Associates Limited

Directors:

Mario J. Gabelli  See above-Gabelli Group Capital Partners, Inc.

Roger Hanson (2)  MeesPierson (Cayman) Limited
British American Centre
Dr. Roy's Drive- Phase 3
Georgetown, Grand Cayman
Cayman Islands, British West Indies

Officers:

Mario J. Gabelli  Chief Investment Officer

Kevin Bromley (2)  Vice President, Treasurer and Assistant Secretary

Sandra Wright (2)  Secretary and Assistant Treasurer

Gabelli International Limited

Directors:

Mario J. Gabelli  See above-Gabelli Group Capital Partners, Inc.

Roger Hanson (2)  MeesPierson (Cayman) Limited
British American Centre
Dr. Roy's Drive- Phase 3
Georgetown, Grand Cayman
Cayman Islands, British West Indies

Officers:

Kevin Bromley (2)  Vice President, Treasurer, and Assistant Secretary
MeesPierson (Cayman) Limited
British American Centre
Dr. Roy's Drive- Phase 3
Georgetown, Grand Cayman
Cayman Islands, British West Indies

Sandra Wright (2)  Secretary and Assistant Treasurer
Assistant Secretary
MeesPierson (Cayman) Limited
British American Centre
Dr. Roy's Drive- Phase 3
Georgetown, Grand Cayman
Cayman Islands, British West Indies

Gemini Capital Management Ltd.

Directors:

Marc J. Gabelli  See above-Gabelli Group Capital Partners, Inc.

Stephen G. Bondi  See Above-Gabelli Group Capital Partners, Inc.

Michael A. Salatto  Controller, Gabelli Securities, Inc.

Michael J. Burns (3)  Appleby, Spurling & Kempe
Cedar House
41 Cedar Avenue
Hamilton, HM12
Douglas Molyneux (3)          Appleby, Spurling & Kempe
Cedar House
41 Cedar Avenue
Hamilton, HM12
Bermuda

Gabelli Fund, LDC
Directors:
Johann S. Wong (4)            c/o Tremont (Bermuda)
                            Limited
                            Tremont House
                            4 Park Road
                            Hamilton HM 11, Bermuda

Peter D. Anderson (5)         Givens Hall Bank & Trust
                            Genesis Building
                            P.O. Box 2097
                            Grand Cayman, Cayman Islands
                            BWI3459498141

Karl Otto Pohl                See above
Anthonie C. van Ekris         See below

Gabelli Global Partners, Ltd.
Directors:
Stephen G. Bondi              See above
Marc J. Gabelli               See above
Patrick Salvisberg (6)        Vice President
                            Institutional Capital Markets
                            Bear Stearns International Ltd.

Marco Sampelligrini (7)       Banco Intesa
                                Milan, Italy

Antonie Van Ekris             See below

Lynch Corporation
401 Theodore Fremd Avenue
Rye, NY  10580
Directors:
Mario J. Gabelli              See above-Gabelli Group Capital
                                Partners, Inc.

E. Val Cerutti                Business Consultant
                                Cerutti Consultants
                                227 McLain Street
                                Mount Kisco, NY  10540

Ralph R. Papitto              Chairman of the Board
                                AFC Cable Systems, Inc.
                                50 Kennedy Plaza
                                Suite 1250
                                Providence, RI  02903

Avrum Gray                    GBar Limited Partnership
                                440 South LaSalle, Suite 2900
                                Chicago, IL 60605

Louis A. Guzzetti             President and Chief Executive
                                Officer

Officers:
Mario J. Gabelli              Chairman

Louis A. Guzzetti             President and Chief Executive
George E. Fuehrer             Vice President-Business Development
Roger T. Dexter               Controller
Robert A. Hurwich             Vice President-Administration,
Secretary and General Counsel

Lynch Interactive Corporation
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

Paul J. Evanson               President
Florida Light & Power Co.
P.O. Box 14000
700 Universe Blvd.
Juno Beach, FL 33408

Mario J. Gabelli              See above-Gabelli Group Capital Partners, Inc.

Ralph R. Papitto              Chairman of the Board
AFC Cable Systems, Inc.
50 Kennedy Plaza
Suite 1250
Providence, RI 02903

Salvatore Muoio               Principal
S. Muoio & Co., LLC
Suite 406
509 Madison Ave.
New York, NY 10022

John C. Ferrara               See above

David C. Mitchell             Business Consultant
c/o Lynch Corporation
401 Theodore Fremd Ave.
Rye, NY 10580

Officers:

Mario J. Gabelli               Chairman and Chief Executive Officer
Robert E. Dolan               Chief Financial Officer
Robert A. Hurwich             Vice President-Administration,
Secretary and General Counsel

Brighton Communications Corporation
401 Theodore Fremd Ave
Rye, NY 105820

Directors:

Robert E. Dolan               See above-Lynch Interactive Corporation
Robert A. Hurwich             See above-Lynch Interactive Corporation

Officers:

Robert E. Dolan               President, Controller, Treasurer and Assistant Secretary
Robert A. Hurwich             Secretary and Assistant Treasurer

Spinnaker Industries, Inc.
600 N. Pearl Street
Suite 2160
Dallas, TX 75201
Directors:

Joseph P. Rhein 5003 Central Avenue
Ocean City, NJ  08226

Richard J. Boyle The Boyle Group, Inc.
6110 Blue Circle Drive
Suite 250
Minnetonka, MN  55343

Ned N. Fleming, III Boyle, Fleming,
& Co., Inc.
600 N. Pearl Street
Suite 2160
Dallas, TX  75201

Robert E. Dolan See above Lynch Corporation

Anthonie C. van Ekris Chairman and Chief
Executive Officer
Balmac International, Inc.
61 Broadway
Suite 1000
New York, NY  10006

Mario J. Gabelli See above-Gabelli Group Capital
Partners, Inc.

E. Val Cerutti See above-Lynch Corporation

Ralph R. Papitto See above-Lynch Corporation

Officers:

Ned N. Fleming, III President and Chief Operating
Officer

Richard J. Boyle Chairman and Chief Executive
Officer

Robert A. Hurwich Secretary

Mark A. Matteson Vice President, Corporate
Development

Craig Jennings Vice President, Finance and
Treasurer

Entoleter, Inc.
251 Welton Street
Hamden, CT  06517

Directors:

Ned N. Fleming, III See above-Spinnaker

Mark A. Matteson See above-Spinnaker

Robert P. Wentzel See above Entoleter

James Fleming 230 Saugatuck Avenue, Unit 8
Westport, CT  06880

Officers:

Robert P. Wentzel President

Mark R. Matteson Vice President

Charles DeMarino Controller & Secretary

Western New Mexico Telephone Company
314 Yankee Street
Silver City, NM  88062

Directors:

Jack W. Keen Chairman and President

Dr. Brian E. Gordon Vice President
Mary Beth Baxter              Secretary & Treasurer
John Clay Keen                Route 6  
Box 270                        Greenville, TX 75401
Robert E. Dolan               See above-Lynch Corporation
Robert A. Hurwich             See above-Lynch Corporation
Carmine Ceraolo               See above-Lynch Corporation
Mary J. Carroll               See above-Lynch Corporation
Eugene P. Connell             See above-Lynch Corporation

Officers:
Jack W. Keen                  Chairman and President
Dr. Brian E. Gordon           Vice President
Charles M. Baxter             Sr. Vice President-Operations
Mary Beth Baxter              Secretary & Treasurer
Robert A. Hurwich             Assistant Treasurer and Assistant Secretary

Inter-Community Telephone Company, L.L.C.
P.O. Box A                    
Nome, ND  58062

Managers:
Carole Rau                    Executive Assistant
Lynch Corporation             
401 Theodore Fremd Ave.       
Rye, NY 10580
Mary J. Carroll               See above-Lynch Corporation
Robert E. Dolan               See above-Lynch Corporation
Robert A. Hurwich             See above-Lynch Corporation
Carmine Ceraolo               Assistant Controller
Lynch Corporation             
401 Theodore Fremd Ave        
Rye, NY 10580
Robert Snyder                 200 Broadway South
Buffalo, ND  58011            
Keith S. Andersen             See above-Inter-Community Telephone Company
Robert Reff                   See above-Inter-Community Telephone Company
Jack Bently                   1210 E. Washington Ave
Gilbert, AZ 85234             

Officers:
Robert Snyder                 President
Keith S. Andersen             Secretary and Treasurer
Robert A. Hurwich             Assistant Secretary

Lynch Telephone Corporation
401 Theodore Fremd Avenue     
Rye, NY 10580

Directors:
Robert E. Dolan               Controller
Jack W. Keen                  President
Robert A. Hurwich             See above-Lynch Corporation

Officers:

Jack W. Keen                  President
Robert A. Hurwich             Secretary
Mary Beth Baxter              Treasurer and
                               Assistant Secretary
Robert E. Dolan               Vice President and Controller

(1) Citizen of Germany
(2) Citizen of the Cayman Islands
(3) Citizen of Bermuda
(4) Citizen of Bermuda and Canada
(5) Citizen of the UK
(6) Citizen of Switzerland
(7) Citizen of Italy
# SCHEDULE II

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

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

(2) PRICE EXCLUDES COMMISSION.