

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KSB/A
(AMENDMENT NO. 1)

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [Fee Required]

For the fiscal year ended June 30, 1996

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [No Fee Required]

For the transition period from _____ to _____

Commission file number 0-7219

GENTNER COMMUNICATIONS CORPORATION

(Name of small business issuer in its charter)

Utah

87-0398877

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

1825 Research Way, Salt Lake City, Utah

84119

(Address of principal executive offices)

(Zip Code)

Issuer's telephone number (801) 975-7200

Securities registered under Section 12(b) of the Exchange Act:

Title of each class

Name of each exchange on
which registered

None

None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$0.001 par value

(Title of class)

Check whether the issuer (1) filed all reports required to be filed by
Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such
shorter period that the registrant was required to file such reports), and (2)
has been subject to such filing requirements for the past 90 days.

Yes No

Check if there is no disclosure of delinquent filers in response to Item
405 of Regulation S-B contained in this form, and no disclosure will be
contained, to the best of registrant's knowledge, in definitive proxy or
information statements incorporated by reference in Part III of the Form 10-
KSB or any amendment to this Form 10-KSB/A (Amendment No. 1).

The issuer's revenues for its most recent fiscal year ended June 30, 1996

were \$11,469,155

The aggregate market value of the voting stock held by non-affiliates is approximately \$5,200,000. This value was computed by reference to the price at which the stock was sold, \$0.84, on September 18, 1996 (which date is within 60 days of the filing of this Form 10-KSB/A (Amendment No. 1)).

The number of shares outstanding of the issuer's Common Stock as of September 18, 1996 was 7,662,375.

The 10-KSB filed by the Company on September 30, 1996, is hereby amended as follows:

PART III

ITEM 10. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION

The following table sets forth the compensation of the Chief Executive Officer of the Company and the other most highly compensated executive officers of the Company for each of the Company's last three fiscal years whose total salary and bonus for the year ended June 30, 1996 exceeded \$100,000, for services rendered in all capacities to the Company during such fiscal years.

SUMMARY COMPENSATION TABLE

Name and Position	Year	Annual Compensation		Other Annual Compensation
		Salary	Bonus	
Russell D. Gentner Chairman, CEO, President	Fiscal 95-96	\$156,756	None	None
	Fiscal 94-95	\$150,000	\$15,000	None
	Fiscal 93-94	\$150,000	\$15,000	None
William H. Gillman (former V.P. of Operations)	Fiscal 95-96	\$102,000	None	None
	Fiscal 94-95	\$100,000	None	None
	Fiscal 93-94	\$ 12,827	None	None

Long Term Compensation

Name and Position	Year	Awards		Payouts	All Other Compensation*
		Restricted Stock Awards	Securities Underlying Options /SARS	LTIP Payouts	

Russell D. Gentner Chairman, CEO, President	Fiscal 95-96	None	None	None	\$890
	Fiscal 94-95	None	None	None	\$890
	Fiscal 93-94	None	None	None	\$890
William H. Gillman (former V.P. of Operations)	Fiscal 95-96	None	None	None	\$538
	Fiscal 94-95	None	None	None	\$538
	Fiscal 93-94	None	None	None	None

* These amounts reflect the Company's contributions to the deferred compensation plan (401(k) plan).

STOCK OPTIONS/SARS

The following table sets forth the stock option and SAR grants to the named executive officers in the last fiscal year:

OPTION/SAR GRANTS IN FISCAL YEAR ENDED JUNE 30, 1996 (INDIVIDUAL GRANTS)

Name and Position	Number of Securities Underlying Options/SARs Granted (#)	Percent of Total Options/ SARs Granted to Employees in Fiscal Year	Exercise or Base Price (\$/share)	Expir- ation Date
Russell D. Gentner Chairman, CEO, President	--	--	--	--
William H. Gillman (former V.P. of Operations)	10,000	7%	\$0.84	6/30/03

AGGREGATED STOCK OPTION/SAR EXERCISES

The following table sets forth the aggregated stock options and SARs exercised by the named executive officers in the last fiscal year and the year-end value of unexercised options and SARs:

AGGREGATED OPTION/SAR EXERCISES IN FISCAL YEAR ENDED JUNE 30, 1996 AND FISCAL YEAR-END OPTION/SAR VALUES

Name and Position	Shares Acquired on Exercise(#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options/SARs at FY-End(#)	Value of Unexercised In-The-Money Options/SARs at FY-End(\$)
Russell D. Gentner Chairman, CEO, President	--	--	90,000/40,000	\$11,250/\$5,000

William H. Gillman -- -- 17,500/7,500 \$2,187/\$938
 (former V.P. of
 Operations)

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding ownership of the Common Stock of the Company as of September 1, 1996 by (i) each person known to the Company to be the beneficial owner of more than 5% of the outstanding Common Stock of the Company, (ii) each director of the Company, (iii) the Chief Executive Officer and each other executive officer of the Company as of June 30, 1996 whose salary and bonus for the year ended June 30, 1996 exceeded \$100,000, and (iv) all executive officers and directors of the Company as a group. Each person has sole investment and voting power with respect to the shares indicated, subject to community property laws where applicable, except as otherwise indicated below.

Names of Beneficial Owners	Amount of Beneficial Ownership	Percentage of Class
Russell D. Gentner	726,128 (1)	9.3%
Edward Dallin Bagley	423,707 (2)	5.5%
Brad R. Baldwin	91,666 (3)	1.2%
Edward N. Bagley	274,833 (4)	3.6%
Dwight H. Egan	17,500 (5)	0.2%
K. Bradford Romney, Jr.	17,500 (5)	0.2%
William H. Gillman	180,119 (6)	2.3%
Directors and Executive Officers as a Group (8 persons)	1,754,453 (1) (2) (3) (4) (5) (6) (7)	22.2%

(1) Includes: 595,928 shares owned directly; options to purchase 130,000 shares that are exercisable within 60 days; and 200 shares owned by Mr. Gentner's wife. Excludes: options to purchase 100,000 shares that are not exercisable within 60 days.

(2) Includes: 306,157 shares owned directly; 100,000 shares owned by a corporation controlled by Mr. Bagley; 50 shares owned by Mr. Bagley's wife as custodian for one of Mr. Bagley's daughters; and options to purchase 17,500 shares that are exercisable within 60 days. Excludes: 50 shares owned by another of Mr. Bagley's daughters; shares owned by the Bagley Family Revocable Trust, all of which Mr. Bagley disclaims beneficial ownership; and options to purchase 12,500 shares that are not exercisable within 60 days.

(3) Includes: 54,666 shares owned directly; options to purchase 30,000 shares that are exercisable within 60 days; 5,000 shares owned by Mr. Baldwin's wife; and warrants to purchase 2,000 shares that are currently exercisable. Excludes: options to purchase 5,000 shares that are not exercisable within 60 days.

(4) Includes: 257,333 shares owned by the Bagley Family Revocable Trust, of which Mr. Bagley is a co-trustee with his wife; and options to purchase 17,500 shares that are exercisable within 60 days. Excludes: shares held or controlled by Mr. Bagley's son (Edward Dallin Bagley) and granddaughters as described in footnote 2 above, all of which Mr. Edward N. Bagley disclaims beneficial ownership; and options to purchase 12,500 shares that are not exercisable within 60 days.

(5) Includes: options to acquire 17,500 shares that are exercisable within 60 days. Excludes: options to acquire 12,500 shares that are not exercisable within 60 days.

(6) Includes: 162,619 shares owned directly and options to purchase 17,500 shares that are exercisable within 60 days. Excludes: options to purchase 7,500 shares that are not exercisable within 60 days.

(7) Includes: 1,000 shares owned directly and options to acquire 22,000 shares by two other officers that are exercisable within 60 days. Excludes: options to acquire 128,000 shares by those officers that are not exercisable within 60 days.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

EXHIBITS REQUIRED BY ITEM 601 OF REGULATION S-B.

The following exhibits are hereby incorporated by reference from the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1989. The exhibit numbers shown are those in the 1989 Form 10-K as originally filed.

EXHIBIT

NUMBER	DESCRIPTION
3.1	Articles of Incorporation and all amendments thereto through March 1, 1988.
10.4	VRC-1000 Purchase Agreement between Gentner Engineering Company, Inc. (a former subsidiary of the Company which was merged into the Company) and Gentner Research Ltd., dated January 1, 1987.
10.6	Commercial Lease between the Company and Dell S. Nichols, dated January 15, 1988.
10.8	Form of Split-Dollar Insurance Agreement.

The following exhibit is hereby incorporated by reference from the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1990. The exhibit number shown is the one in the 1990 Form 10-K as originally filed.

EXHIBIT

NUMBER	DESCRIPTION
10.1	Dealer Agreement between the Company and Allied Broadcast Equipment, dated January 19, 1990.

The following exhibits are hereby incorporated by reference from the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1991. The exhibit numbers shown are those in the 1991 Form 10-K as originally filed.

EXHIBIT

NUMBER	DESCRIPTION
3.1	Amendment to Articles of Incorporation, dated July 1, 1991.
10.1	Internal Modem Purchase Agreement between Gentner Engineering Company, Inc. and Gentner Research, Ltd., dated October 12, 1987.
10.2	Digital Hybrid Purchase Agreement between Gentner Engineering, Inc. and Gentner Research, Ltd., dated September 8, 1988.

The following exhibits are hereby incorporated by reference from the Company's Form 10-K for the fiscal year ended June 30, 1992. The exhibit numbers shown are those in the 1992 Form 10-K as originally filed.

EXHIBIT

NUMBER	DESCRIPTION
10.1	Revolving Credit Agreement with West One Bank, dated December 5, 1991.
10.2	Asset Purchase Agreement with MacroMedia, Inc., dated March 16, 1992.

The following documents are hereby incorporated by reference from the Company's Form 10-KSB for the fiscal year ended June 30, 1993. The exhibit numbers shown are those in the 1993 Form 10-KSB as originally filed.

EXHIBIT

NUMBER	DESCRIPTION
3	Bylaws, as amended on August 24, 1993.

The following documents are hereby incorporated by reference from the Company's Form 10-KSB for the fiscal year ended June 30, 1994. The exhibit numbers shown are those in the 1994 Form 10-KSB as originally filed.

EXHIBIT

NUMBER DESCRIPTION

10.1 Business Loan Agreement, as amended, and Promissory Note with West One Bank, dated October 29, 1993.

The following documents are hereby incorporated by reference from the Company's Form 10-KSB for the fiscal year ended June 30, 1996. The exhibit numbers shown are those in the 1996 Form 10-KSB as originally filed.

EXHIBIT

NUMBER DESCRIPTION

10 1990 Incentive Plan, as amended August 7, 1996

27 Financial Data Schedule

N/A Power of Attorney of Members of the Board of Directors

The following documents are filed as exhibits to this Form 10-KSB/A.

EXHIBIT

NUMBER DESCRIPTION

23 Consent of Ernst & Young LLP, Independent Auditors

REPORTS ON FORM 8-K

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The Company filed a Form 8-K, dated August 7, 1996, that reported the Board of Directors of the Company had extended the exercise date of the Company's outstanding warrants for one year from September 22, 1996 to September 22, 1997.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Company caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

GENTNER COMMUNICATIONS CORPORATION

November 5, 1996

By: /s/ Russell D. Gentner

Russell D. Gentner
Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	-----
/s/ Russell D. Gentner	Director, Chairman of the	November 5, 1996
- - - - -	Board of Directors, and	
Russell D. Gentner	Chief Executive Officer	
	(Principal Executive Officer)	

/s/ David L. Harmon ----- David L. Harmon	Chief Financial Officer (Principal Financial and Accounting Officer)	November 5, 1996
/s/ Russell D. Gentner Attorney-In-Fact ----- Edward Dallin Bagley	Director	November 5, 1996
/s/ Russell D. Gentner Attorney-In-Fact ----- Brad R. Baldwin	Director	November 5, 1996
/s/ Russell D. Gentner Attorney-In-Fact ----- Edward N. Bagley	Director	November 5, 1996
/s/ Russell D. Gentner Attorney-In-Fact ----- K. Bradford Romney	Director	November 5, 1996
/s/ Russell D. Gentner Attorney-In-Fact ----- Dwight H. Egan	Director	November 5, 1996

EXHIBIT 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-65848) pertaining to the 1990 Incentive Plan of Gentner Communications Corporation of our report dated August 7, 1996, with respect to the financial statements of Gentner Communications Corporation included in the Annual Report (Form 10-KSB/A) for the year ended June 30, 1996.

ERNST & YOUNG LLP
/s/

Salt Lake City, Utah
November 4, 1996