

GENERAL DYNAMICS CORP  
Form 4  
March 09, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GOODMAN CHARLES H

2. Issuer Name and Ticker or Trading Symbol  
GENERAL DYNAMICS CORP  
[GD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
222 N. LASALLE ST., SUITE 2000  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/07/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	03/07/2007		A			455	\$ 76.23	52,851	D	
Common Stock								7,753,112	I	See fn. (1)
Common Stock								1,000	I	See fn. (2)
Common Stock								304,800	I	See fn. (3)
Common Stock								20,400	I	See fn. (4)

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Common Stock	371,142	I	See fn. <u>(5)</u>
Common Stock	9,400	I	See fn. <u>(6)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)		
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares
							Code	V	(A)	(D)
Stock Options	\$ 76.23	03/07/2007		A	2,310	03/07/2008 03/06/2012	Common Stock	2,310		
Stock Options	\$ 76.23	03/07/2007		A	2,310	03/07/2009 03/06/2012	Common Stock	2,310		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODMAN CHARLES H 222 N. LASALLE ST. SUITE 2000 CHICAGO, IL 60601	X			

## Signatures

/s/ Charles H. Goodman                      03/09/2007

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Owned by a partnership, The Crown Fund, of which the Reporting Person is a partner.
- (2) Owned by a trust, the Charles Grandchildren Trust, of which the Reporting Person is a co-trustee and his grandchildren are beneficiaries.
- (3) Owned by a partnership, Crown Fund II, of which the Reporting Person is a partner.
- (4) Owned by a trust, the Charles GD 03 Trust, of which the Reporting Person is the trustee and a beneficiary.
- (5) Owned by a trust, the Charles Pharma Trust, of which the Reporting Person is the trustee and a beneficiary.
- (6) Owned by a trust, the Charles FNM Trust, of which the Reporting Person is the trustee and a beneficiary.
- (7) Grant pursuant to Rule 16b-3(c).

### Remarks:

As previously reported, the Reporting Person holds 24,310 other stock options. The Reporting Person disclaims beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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