#### GENERAL DYNAMICS CORP

Form 4

March 09, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

OMB Number:

Issuer

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**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 may continue.

Symbol

See Instruction

obligations

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

GOODMAN CHARLES H

			GENERAL DYNAMICS CORP [GD]				RP	(Check all applicable)				
(Mont				Date of Earliest Transaction  Month/Day/Year)  03/07/2007					_X_ Director10% Owner Officer (give titleOther (specify below)			
	(Street)	11E 2000	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CHICAGO									Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	med on Date, if Day/Year)	Code (Instr.	8)	4. Securition(A) or Di (Instr. 3,	spose	ed of (D) 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)		
Common Stock	03/07/2007			A		455	A	\$ 76.23	52,851	D		
Common Stock									7,753,112	I	See ftn. (1)	
Common Stock									1,000	I	See ftn. (2)	
Common Stock									304,800	I	See ftn. (3)	
Common Stock									20,400	I	See ftn. (4)	

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	we Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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** 

X

CHICAGO, IL 60601

# **Signatures**

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

\*\*Signature of Reporting Date

Person

2 Reporting Owners

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## **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.
- 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 own Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.