Roualet Mark C. Form 4 December 14, 2010

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Roualet Mark C.			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			GENERAL DYNAMICS CORP [GD]	(Check a	ll applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director	10% Owner	

(Month/Day/Year)

C/O GENERAL DYNAMICS

(Month/Day/Year)

12/10/2010

(Month/Day/Year)

12/10/2010

C/O GENERAL DYNAMICS

(Month/Day/Year)

Dother (specify below)

Vice President

CORPORATION, 2941 FAIRVIEW PARK DRIVE, SUITE 100

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting Person

FALLS CHURCH, VA 22042

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock, \$1.00 par value	12/10/2010		M				44,526	D	
Common Stock, \$1.00 par value	12/10/2010		S	8,802	D	\$ 69	35,724	D	
Common Stock,							6,099.8375 (1)	I	401(k) Plan

\$1.00 par value

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

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Vice President

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 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 62.355	12/10/2010		M	9,400	(2)	02/28/2011	Common Stock	9,400

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Roualet Mark C.

C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DRIVE, SUITE 100

FALLS CHURCH, VA 22042

#### **Signatures**

Julie P. Aslaksen, by power of 12/14/2010 attorney

\*\*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) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
- (2) Fifty percent became exercisable 3/1/07 and the remaining fifty percent became exercisable 3/1/08.

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

Reporting Owners 2

(9-02)

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**SEC 1474** 

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