KAMINSKI PAUL G

Form 4

August 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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January 31, 2005

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Check this box if no longer subject to Section 16.

Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * KAMINSKI PAUL G

2. Issuer Name and Ticker or Trading

Symbol

[GD]

5. Relationship of Reporting Person(s) to

Issuer

below)

GENERAL DYNAMICS CORP

(Middle)

(Check all applicable)

X_ Director Officer (give title

10% Owner Other (specify

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW

(Street)

(First)

PARK DRIVE

(Last)

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

08/13/2012

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

FALLS CHURCH, VA 22042

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (Instr. 3, 4, and 5)	Expiration I (Month/Day			Amount of Securities 4)	()
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 (1)	08/13/2012		A	37.4146	(2)	(2)	Common Stock	37.4146	

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Reporting Owners

FALLS CHURCH, VA 22042

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
KAMINSKI PAUL G						
C/O GENERAL DYNAMICS CORPORATION	X					
2941 FAIRVIEW PARK DRIVE	Λ					

Signatures

Julie P. Aslaksen, by power of attorney 08/13/2012

**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) Converts to common stock on a one-for-one basis.
- (2) Phantom stock units in lieu of dividend equivalent payable on accrued pension benefit, settled at reporting person's retirement.

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.

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