GOODMAN CHARLES H

Form 4 March 03, 2006

FORM 4

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

OMB Number: 3235-0287

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(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)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2006			X Director 10% Owner Officer (give title below) Other (specify below)					
	(Street)		Filed(Month/Day/Year) Appl _X_					Applicable Line) _X_ Form filed by	X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if /Day/Year)	3. Transacti Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	l (A) of (D) 4 and (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	03/01/2006			A	270	A	<u>(1)</u>	8,605	D		
Common Stock								3,876,556	I	See ftn. (2)	
Common Stock								500	I	See ftn. (3)	
Common Stock								152,400	I	See ftn. (4)	
Common Stock								10,200	I	See ftn. <u>(5)</u>	

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Common Stock	196,921	I	See ftn. <u>(6)</u>
Common Stock	8,700	I	See ftn. <u>(7)</u>

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

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(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. 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 124.71	03/01/2006		A	1,075	03/01/2007	02/28/2011	Common Stock	1,075
Stock Options	\$ 124.71	03/01/2006		A	1,075	03/01/2008	02/28/2011	Common Stock	1,075

Reporting Owners

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

GOODMAN CHARLES H

X

Signatures

/s/ Charles H. 03/03/2006 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) Grant pursuant to Rule 16b-3(c).
- (2) Owned by a partnership, The Crown Fund, of which the Reporting Person is a partner.
- (3) Owned by a trust, the Charles Grandchildren Trust, of which the Reporting Person is a co-trustee and his grandchildren are beneficiaries.
- (4) Owned by a partnership, The Crown Fund II, of which the Reporting Person is a partner.
- (5) Owned by a trust, the Charles GD 03 Trust, of which the Reporting Person is the trustee and a beneficiary.
- (6) Owned by a trust, the Charles Pharma Trust, of which the Reporting Person is the trustee and a beneficiary.
- (7) Owned by a trust, the Charles FNM Trust, of which the Reporting Person is the trustee and a beneficiary.

Remarks:

As previously reported, the Reporting Person holds 10,005 other stock options.

The Reporting Person disclaims beneficial ownership of the shares described in footnotes 2 through 7, except to the extent of I 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.