### GENERAL DYNAMICS CORP

Form 4

January 29, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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may continue.

if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOODMAN CHARLES H			2. Issuer Name <b>and</b> Ticker or Trading Symbol GENERAL DYNAMICS CORP			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			[GD]			(Check all applicable)			
(Last)	(First)	(Middle)		f Earliest 7	Fransaction	Officer (give ti	10%		
222 N. LASALLE ST., SUITE 2000 (Street)			01/28/2	2008		below)	below)		
			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mo	nth/Day/Ye	ar)	Applicable Line) _X_ Form filed by On	1 0		
CHICAGO	, IL 60601					Form filed by Mo Person	ore than One Rep	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of,	or Beneficiall	y Owne	
1.Title of Security	2. Transaction D (Month/Day/Yea				4. Securities Acquired for(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Natu	

` •		1 abi	e I - Non-L	erivative	Secui	rues Acqu	irea, Disposea oi	, or benefician	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Month/Day/Year)  Execution Date, if any (Month/Day/Year)			spose 4 and	cquired d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Transaction(s) (Instr. 3 and 4)	(======================================	
Common Stock	01/28/2008		Code V M	Amount 5,600 (1)	(D)	Price \$ 28.475	146,047 (2)	D	
Common Stock	01/28/2008		G	5,740	D	\$0	140,307	D	
Common Stock	01/29/2008		G	5,740	D	\$ 0	134,567	D	
Common Stock							7,753,112	I	See ftn. (3)
Common Stock							1,000	I	See Ftn. (4)

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Common Stock	304,800	I	See ftn. <u>(5)</u>
Common Stock	17,600	I	See ftn. <u>(6)</u>
Common Stock	75,800	I	See ftn. <u>(7)</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 number.

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)	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 Option	\$ 28.475	01/28/2008		M	5,600	03/05/2004	03/05/2008	Common Stock	5,600

# **Reporting Owners**

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

## **Signatures**

Person

/s/ Charles H.
Goodman

\*\*Signature of Reporting Date

Reporting Owners 2

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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) Stock acquired pursuant to exercise of stock option acquired through Company's incentive and equity compensation plan
- (2) Includes 1635 shares of Restricted Stock, acquisition of which was previously reported and 20,700 shares of Common Stock which were distributed to the Reporting Person on 11/20/2007 by the Charles GD Trust.
- (3) Owned by a partnership, The Crown Fund, of which the Reporting Person is a partner.
- (4) Owned by a trust, the Charles Grandchildren Trust, of which the Reporting Person is a co-trustee and his grandchildren are beneficiaries.
- (5) Owned by a partnership, Crown Fund II, of which the Reporting Person is a partner.
- (6) Owned by a trust, the Charles GD03 Trust, of which the Reporting Person is the trustee and a beneficiary.
- (7) Owned by a trust, the Charles GD Trust, of which the Reporting Person is the trustee and a beneficiary.
- (8) Grant pursuant to Rule 16b-3(c)

#### **Remarks:**

The Reporting Person desclaims beneficial ownerhsip of the shares described in footnotes 2 through 7, except to the extent of 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.