#### SCHWARTZ JOHN W

Form 4

September 17, 2009

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

(Middle)

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SCHWARTZ JOHN W

2. Issuer Name and Ticker or Trading

Symbol

GENERAL DYNAMICS CORP

[GD]

3. Date of Earliest Transaction

(Month/Day/Year)

09/15/2009

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director X\_ Officer (give title

Issuer

below)

10% Owner Other (specify

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE

(First)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Vice President - Controller

Applicable Line)

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

Person

### 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities or Disposed (Instr. 3, 4	d of (	(D)	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	09/15/2009		M	23,000	A	\$ 52.65	67,580	D	
Common Stock, \$1.00 par value	09/15/2009		S	19,143	D	\$ 62.9032	48,437	D	
Common Stock,	09/15/2009		F	1,587	D	\$ 62.95	46,850	D	

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\$1.00 par value Common

Stock, \$1.00 par value

374.5285 (2) I

401(k) Plan

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

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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 2.
Derivative Conversion
Security or Exercise
(Instr. 3) Price of
Derivative
Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date any

Execution Date, if any (Month/Day/Year)

4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

or Disposed (D) (Instr. 3, 4, and 5)

Date Expiration
Exercisable Date

Amount or Number

or Number of Shares

Stock Options \$ 52.65

09/15/2009

M

Code V (A)

23,000

(D)

(3)

03/01/2010

Common Stock

23,000

# **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner

Officer

Other

SCHWARTZ JOHN W C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042

Vice President - Controller

## **Signatures**

Julie P. Aslaksen, by power of attorney

09/17/2009

\*\*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).

Reporting Owners 2

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- (1) Sale prices ranged from \$62.87 to \$62.94. Reporting Person will provide, upon request by the Commission staff, General Dynamics, or a General Dynamics shareholder, full information regarding the number of shares sold at each separate sales price.
- (2) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report
- (3) Fifty percent became exercisable 3/2/06 and the remaining fifty percent became exercisable 3/2/07.

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.