

GENERAL DYNAMICS CORP  
Form 4  
January 29, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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. 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)  
222 N. LASALLE ST., SUITE 2000  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/28/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHICAGO, IL 60601

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or Price (D)   |   |  |   |
| Common Stock                    | 01/28/2008                           |  | M                              | 5,600<br>(1)  | \$ 28.475   | 146,047 (2)  | D   |
| Common Stock                    | 01/28/2008                           |  | G                              | 5,740   | \$ 0  | 140,307  | D   |
| Common Stock                    | 01/29/2008                           |  | G                              | 5,740   | \$ 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.**

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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 (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) | 8. 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 |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GOODMAN CHARLES H<br>222 N. LASALLE ST.<br>SUITE 2000<br>CHICAGO, IL 60601 | X             |           |         |       |

## Signatures

/s/ Charles H. Goodman                      01/29/2008

\*\*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) 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 disclaims beneficial ownership 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.

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