

GENERAL DYNAMICS CORP  
 Form 4  
 February 01, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 MANCUSO MICHAEL J.

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)  
 C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/30/2006

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Sr. V.P. and CFO

FALLS CHURCH, VA 22042  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	01/30/2006		M		43,400	A	\$ 70.995
Common Stock, \$1.00 par value	01/30/2006		M		59,400	A	\$ 56.95
Common Stock,	01/30/2006		S		21,700	D	\$ 116.5016
							192,924

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\$1.00 par value								
Common Stock, \$1.00 par value	01/30/2006	S	20,292	D	\$ 116.8064	172,632	D	
Common Stock, \$1.00 par value	01/30/2006	S	57,645	D	\$ 117.4305	114,987	D	
Common Stock, \$1.00 par value						5,290.4548 <u>(1)</u>	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 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 70.995	01/30/2006		M	21,700	03/07/2002 03/06/2006	Common Stock	21,700
Stock Options	\$ 70.995	01/30/2006		M	21,700	03/07/2003 03/06/2006	Common Stock	21,700
Stock Options	\$ 56.95	01/30/2006		M	29,700	03/05/2004 03/04/2008	Common Stock	29,700
Stock Options	\$ 56.95	01/30/2006		M	29,700	03/05/2005 03/04/2008	Common Stock	29,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANCUSO MICHAEL J. C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042				Sr. V.P. and CFO

## Signatures

Michelle S. DiCintio, by power of attorney	02/01/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report

### Remarks:

Reporting person has 118,650 additional stock options, as previously reported.

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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