

GENERAL DYNAMICS CORP
 Form 4
 March 06, 2009

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 *
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)
 03/04/2009

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/04/2009		A ⁽¹⁾	960 A \$ 0	187,937 ⁽²⁾	D	
Common Stock					7,753,112	I	See fn. ⁽³⁾
Common Stock					1,000	I	See fn. ⁽⁴⁾
Common Stock					304,800	I	See fn. ⁽⁵⁾
Common Stock					14,500	I	See fn. ⁽⁶⁾

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Common Stock 32,400 I See fn. (7)

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)	8. Amount or Number of Shares
Stock Options	\$ 40.09	03/04/2009		A	5,550	03/04/2010 03/03/2014	Common Stock	5,550
Stock Options	\$ 40.09	03/04/2009		A	5,550	03/04/2011 03/03/2014	Common Stock	5,550

Reporting Owners

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

Signatures

/s/ Charles H. Goodman 03/06/2009

**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).
- (1) Grant pursuant to Rule 16b-3(c).
- (2) 2,415 of these Common Stock shares are shares of restricted stock, 1,455 of which were reported in previous Form 4s.
- (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 GD 03 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.

Remarks:

The Reporting Person disclaims beneficial ownership of the shares described in Footnotes 3 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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