

GENERAL DYNAMICS CORP
 Form 4
 January 29, 2008

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

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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)
Common Stock	01/28/2008		M	(A) 5,600 (1) \$ 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.

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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 (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 222 N. LASALLE ST. SUITE 2000 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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