GENERAL DYNAMICS CORP
Form 4
January 31, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODMAN CHARLES H

(Last) (First) (Middle)

222 N. LASALLE ST., SUITE 2000

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GENERAL DYNAMICS CORP [GD]

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/29/2007		M		1,800	A	$ 77.61	50,596	D	
Common Stock	01/29/2007		M		1,800	A	$ 77.58	52,396	D	
Common Stock								7,753,112	I	See ftn. (1)
Common Stock								1,000	I	See ftn. (2)
Common Stock								304,800	I	See ftn. (3)

Common Stock	20,400	I	See ftn. (4)
Common Stock	371,142	I	See ftn. (5)
Common Stock	9,400	I	See ftn. (6)

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

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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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	$ 77.61	01/29/2007		A			1,800	03/06/2003	03/05/2007	Common Stock	1,800	
Stock Options	$ 77.58	01/29/2007		A			1,800	03/06/2004	03/05/2007	Common Stock	1,800	

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	01/31/2007
	Date

**Signature of Reporting Person

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) Owned by a partnership, The Crown Fund, of which the Reporting Person is a partner.

(2) Owned by a trust, the Charles Grandchildren Trust, of which the Reporting Person is a co-trustee and his grandchildren are beneficiaries.

(3) Owned by a partnership, Crown Fund II, of which the Reporting Person is a partner.

(4) Owned by a trust, the Charles GD 03 Trust, of which the Reporting Person is the trustee and a beneficiary.

(5) Owned by a trust, the Charles Pharma Trust, of which the Reporting Person is the trustee and a beneficiary.

(6) Owned by a trust, the Charles FNM Trust, of which the Reporting Person is the trustee and a beneficiary.

(7) Grant pursuant to Rule 16b-3(c).

Remarks:

As previously reported, the Reporting Person holds 20,710 other stock options. The Reporting Person disclaims beneficial own

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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