

GOODMAN CHARLES H
 Form 4
 March 04, 2005

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/02/2005

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

(Street)

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/02/2005		A		320	A	13,692	D	
Common Stock							1,100,000	I	See fn. (2)
Common Stock							3,875,556	I	See fn. (3)
Common Stock							500	I	See fn. (4)
Common Stock							152,400	I	See fn. (5)

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Common Stock	11,600	I	See fn. <u>(6)</u>
Common Stock	198,921	I	See fn. <u>(7)</u>

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. Title and Amount of Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options	\$ 105.3	03/02/2005		A	2,680	<u>(8)</u>	03/01/2010	Common Stock	2,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODMAN CHARLES H				X

Signatures

/s/ Charles H. Goodman
 03/04/2005
 **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)

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- (2) Owned by First National Bank of Chicago, as custodian (for the benefit of the Reporting Person)
- (3) Owned by a partnership - The Crown Fund (of which the Reporting Person is a partner)
- (4) Owned by a trust - Charles Grandchildren Trust (of which the Reporting Person is a co-trustee and his grandchildren are beneficiaries)
- (5) Owned by a partnership - The Crown Fund II (of which the Reporting Person is a partner)
- (6) Owned by a trust - Charles GD 03 Trust (of which the Reporting Person is the trustee and a beneficiary)
- (7) Owned by a trust - Charles Pharma Trust (of which the Reporting Person is the trustee and a beneficiary)
- (8) Fifty percent of these options become exercisable on March 2, 2006, and one hundred percent become exercisable on March 2, 2007.

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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