

GENERAL DYNAMICS CORP

Form 4

March 07, 2008

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

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

OMB APPROVAL

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2008

☒ 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

CHICAGO, IL 60601

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/05/2008		A		460 \$ 82.78	138,127 ⁽¹⁾	D
Common Stock						7,753,112	I See ftn ⁽²⁾
Common Stock						1,000	I See ftn. ⁽³⁾
Common Stock						304,800	I See ftn. ⁽⁴⁾
Common Stock						14,500	I See ftn. ⁽⁵⁾

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Common Stock 75,800 I See ftn. ⁽⁶⁾

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	\$ 82.78	03/05/2008		A	3,300	03/05/2009 03/04/2013	Common Stock	3,300
Stock Options	\$ 82.78	03/05/2008		A	3,300	03/05/2010 03/04/2013	Common Stock	3,300

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

CHARLES H.
GOODMAN 03/07/2008

__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) Includes 3,100 shares transferred from the Charles GD 03 Trust, of which the Reporting Person is the trustee and a beneficiary.
- (2) Owned by a partnership, the Crown Fund, of which the Reporting Person is a partner.
- (3) Owned by a trust, the Charles Grandchildren Trust, of which the Reporting Person is a co-trustee and his grandchildren are beneficiaries.
- (4) Owned by a partnership, Crown Fund II, of which the Reporting Person is a partner.
- (5) Owned by a trust, the Charles GD 03 Trust, of which the Reporting Person is the trustee and a beneficiary.
- (6) Owned by a trust, the Charles GD Trust, of which the Reporting Person is the trustee and a beneficiary.
- (7) Grant pursuant to Rule 16b-3(c).

Remarks:

The Reporting Person disclaims beneficial ownership of the shares described in footnotes 2 through 6, 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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