GENERAL DYNAMICS CORP

Form 4

March 09, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

5. Relationship of Reporting Person(s) to

Issuer

5,424,092

2,511,144

7,753,112

304,800

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Number:

Expires:

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Stock

Stock

Stock

Stock

Common

Common

Common

(Print or Type Responses)

CROWN JAMES S

1. Name and Address of Reporting Person *

			GENERAL DYNAMICS CORP [GD]				RP	(Check all applicable)			
(Last)	(First) (Middle)		of Earliest Transaction Day/Year)				_X_ Director Officer (give below)		0% Owner Other (specify	
222 N LAS 2000	ALLE STREET,	STE	03/07/20	007				below)	ociow)		
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO	, IL 60601							Form filed by I Person	More than One Re	eporting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	rities Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Secur on(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/07/2007			Code V A	Amount 455	(D)	Price \$ 76.23	26,520	D		
Common								5 424 002	Ţ	See ftn (1)	

See ftn. (1)

See ftn. (2)

See ftn. (3)

See ftn. (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

D

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 coof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 76.28	03/07/2007		A	2,310	03/06/2008	03/06/2012	Common Stock	2,310
Stock Options	\$ 76.28	03/07/2007		A	2,310	03/06/2009	03/06/2012	Common Stock	2,310

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
CROWN JAMES S 222 N LASALLE STREET STE 2000 CHICAGO, IL 60601	X					

Signatures

/s/ James S.
Crown

**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) Owned by a partnership, Henry Crown and Company (Not Incorporated), of which the Reporting Person is a partner.
- Owned by a partnership, Areljay, L.P., of which the Reporting Person is a beneficiary of a trust which is a partner, and a director, officer, and shareholder of a corporation which is a partner.

Reporting Owners 2

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- (3) Owned by a partnership, The Crown Fund, of which the Reporting Person is a partner.
- (4) Owned by a partnership, Crown Fund II, of which the Reporting Person is a partner.
- (5) Grant pursuant to Rule 16b-3(c).

Remarks:

As previously reported, the Reporting Person holds 24,310 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.