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GOODMA Form 4 August 09,	N CHARLES H 2005										
								OMB A	PPROVAL		
FORM	UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-02	87	
Check the check	nger				Expires:	January 3 20					
subject	to SIAIEN	AENT OF	CHAN	NGES IN SECUI		ICIAL OV	WNERSHIP OF	Estimated average			
Section Form 4				SECU	MIILS			burden hou response		0.5	
Form 5	000						nge Act of 1934,	·			
obligation obliga				•	•	• •	of 1935 or Sectio	on			
<i>See</i> Inst 1(b).	ruction	30(h)	of the Ir	ivestment	Compar	ny Act of 1	940				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> 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)		Middle)	3. Date of Earliest Transaction				X_ Director 10% Owner Officer (give title Other (specify				
			(Month/Day/Year) 08/05/2005				below) below)				
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	(Month/Day/Year) Exect any				4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		SecuritiesFBeneficially(IOwned(I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						(A) or	Transaction(s)				
				Code V	Amount		(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	-	-	-				
							pond to the colle ained in this form		SEC 1474 (9-02)		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	08/05/2005		А	18.6419		(2)	(2)	Common Stock	18.6419

Reporting Owners

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

Signatures

/s/ Charles H. Goodman **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) Convertible on a 1-for-1 basis for cash equal to the average of fair market value of the Common Stock as of the date of conversion which, on the transaction date, was \$114.9250 per share.
- (2) Payable at the Reporting Person's retirement.
- (3) Acquired pursuant to General Dynamics Corporation's director compensation plan.

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.