#### GENERAL DYNAMICS CORP

Form 4

February 14, 2006

# 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** 

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**CROWN JAMES S** 

(First) (Middle)

222 N LASALLE STREET, STE

2000

(Street)

CHICAGO, IL 60601

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

GENERAL DYNAMICS CORP

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

02/10/2006

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

X\_ Director 10% Owner

Officer (give title 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

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3.

Symbol

[GD]

TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Pr **Underlying Securities** 

1

### Edgar Filing: GENERAL DYNAMICS CORP - Form 4

| Security (Instr. 3)       | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | A)<br>d of           | (Month/Day/Year)     |                 | (Instr. 3 and 4)                    |  |
|---------------------------|---|------------|-------------------------|---|--------|----------------------|----------------------|-----------------|-------------------------------------|--|
|                           |   |            |                         | Code V  | (A)    | (D) Date<br>Exercisa | Expiration able Date | Title           | Amount<br>or<br>Number<br>of Shares |  |
| Phantom<br>Stock<br>Units | <u>(1)</u>  | 02/10/2005 |                         | A   | 3.8846 | (2)                  | (2)                  | Common<br>Stock | 3.8846                              |  |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

CROWN JAMES S
222 N LASALLE STREET
STE 2000
CHICAGO, IL 60601

# **Signatures**

/s/ James S.
Crown

\*\*Signature of 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) 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 \$118.7850 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.

Reporting Owners 2