

DEMURO GERARD J  
Form 4  
August 21, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DEMURO GERARD J

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)  
08/17/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

C/O GENERAL DYNAMICS, 2941  
FAIRVIEW PARK DRIVE

(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

FALLS CHURCH, VA 22042

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, \$1.00 par value  | 08/17/2006                           |  | M                              |   | 25,600 (1)  | A  | \$ 46.96                                   |
|                                 |                                      |  |                                |   | 88,000 (1)  | D  |  |
| Common Stock, \$1.00 par value  | 08/17/2006                           |  | S                              |   | 12,500  | D  | \$ 69.1402                                 |
|                                 |                                      |  |                                |   | 75,500  | D  |  |
| Common Stock, \$1.00 par        | 08/17/2006                           |  | S                              |   | 300   | D  | \$ 69.17                                   |
|                                 |                                      |  |                                |   | 75,200  | D  |  |

value

Common  
Stock,  
\$1.00 par  
value

08/17/2006

S

2,977

D

\$ 69.172 72,223

D

Common  
Stock,  
\$1.00 par  
value

08/17/2006

S

3,400

D

\$  
69.2821 68,823

D

Common  
Stock,  
\$1.00 par  
value

08/17/2006

F

1,443

D

\$ 69.25 67,380

D

Common  
Stock,  
\$1.00 par  
value

1,967.6449 I<sup>(2)</sup>

401(k)  
Plan

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)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Options                              | \$ 46.96   | 08/17/2006                           |  | M                              | 12,800<br><u>(1)</u>  | 03/06/2003 03/05/2007                                    | Common Stock 12,800   |
| Stock Options                              | \$ 46.96   | 08/17/2006                           |  | M                              | 12,800  | 03/06/2004 03/05/2007                                    | Common Stock 12,800   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

DEMURO GERARD J  
C/O GENERAL DYNAMICS  
2941 FAIRVIEW PARK DRIVE  
FALLS CHURCH, VA 22042

Executive Vice President

## Signatures

Margaret N. House, by power of  
attorney

08/21/2006

\_\_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) Share ownership adjusted for 2-for-1 stock split on 3/24/2006
- (2) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report, including 2-for-1 stock split

### Remarks:

Reporting person has 248,800 additional stock options, as previously reported.

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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