

GOODMAN CHARLES H
 Form 4
 January 05, 2005

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 *
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 STREET, STE 200

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 CHICAGO, IL 60601

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/03/2005		J	A	163	13,372	D
Common Stock						1,100,000	I See fn. (2)
Common Stock						3,875,556	I See fn. (3)
Common Stock						500	I See fn. (4)
Common Stock						152,400	I See fn. (5)

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Common Stock	11,600	I	See fn. <u>(6)</u>
Common Stock	198,921	I	See fn. <u>(7)</u>

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODMAN CHARLES H 222 N LASALLE STREET STE 200 CHICAGO, IL 60601	X			

Signatures

/s/ Charles H. Goodman
01/05/2004
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).

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- (1) Adjustment to the number of shares of Performance Restricted Stock at the end of the performance period ending 12/31/2004
- (2) Owned by First National Bank of Chicago, as custodian, for the benefit of the Reporting Person
- (3) Owned by a partnership, The Crown Fund, of which the Reporting Person is a partner
- (4) Owned by a trust, Charles Grandchildren Trust, of which the Reporting Person is a co-trustee and his grandchildren are beneficiaries
- (5) Owned by a partnership, Crown Fund II, of which the Reporting Person is a partner
- (6) Owned by a trust, Charles GD 03 Trust, of which the Reporting Person is the trustee and a beneficiary
- (7) Owned by a trust, Charles Pharma Trust, of which the Reporting Person is the trustee and a beneficiary

Remarks:

The Reporting Person disclaims beneficial ownership of the shares described in footnotes 2, 3, 4, 5, 6, and 7, except to the extent

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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