

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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REPORTING OWNER

Von Thær Lewis

CIK: **1319553**

Type: **4** | Act: **34** | File No.: **001-03671** | Film No.: **06512155**

Mailing Address

*C/O GENERAL DYNAMICS
CORPORATION
2941 FAIRVIEW PARK DRIVE
FALLS CHURCH VA 22042*

Business Address

703-876-3000

ISSUER

GENERAL DYNAMICS CORP

CIK: **40533** | IRS No.: **131673581** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3730** Ship & boat building & repairing

Mailing Address

*2941 FAIRVIEW PARK DRIVE
SUITE 100
FALLS CHURCH VA
22042-4513*

Business Address

*2941 FAIRVIEW PARK DRIVE
SUITE 100
FALLS CHURCH VA
22042-4513
7038763000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Von Thær Lewis			2. Issuer Name and Ticker or Trading Symbol GENERAL DYNAMICS CORP [GD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice president		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1.00 par value	01/03/2006		J ⁽¹⁾		137	A	(1)	4,321	D	
Common Stock, \$1.00 par value	01/03/2006		J ⁽²⁾		276	D	\$114.34	4,045	D	
Common Stock, \$1.00 par value								934.9552 ⁽³⁾	I	401(k) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Adjustment to number of shares of Performance Restricted Stock at the end of the performance period, 12/31/2005

2. Withholding of shares of Common Stock under General Dynamics Corporation Incentive Compensation Plan to satisfy tax withholding obligations on release of restricted shares

3. Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report

Remarks:

Reporting person has 27,070 stock options, as previously reported.

Signatures

Margaret N. House, by power of attorney

** Signature of Reporting Person

01/05/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Know all persons by these presents, that Lewis Von Thayer
whose

signature appears below constitutes and appoints Tommy R. Augustsson,
Michelle S. DiCintio, Margaret N. House, John E. Lossing, and David A.
Savner and each of them, as his/her true and lawful attorney-in-fact and
agent, with full and several power of substitution and with authority to
act alone, for him/her and in his/her name, place and stead, in any and
all
capacities, to:

(1) execute for and on behalf of the
undersigned
Forms 3, 4, and 5 and any amendments and supplements to those
forms in
accordance with Section 16(a) of the Securities Exchange Act of
1934 and
the rules thereunder;

(2) do and perform any and all
acts for and on
behalf of the undersigned which may be necessary or
desirable to complete
the execution of any such Form 3, 4 or 5 and any
amendments and supplements
to those forms and file such form with the
United States Securities and
Exchange Commission and any other authority;
and

(3) take any other
action of any type whatsoever in
connection with the foregoing that, in the
opinion of such
attorney-in-fact, may be of benefit to, in the best
interest of, or
legally required by, the undersigned, it being understood
that the
documents executed by such attorney-in-fact on behalf of the
undersigned
pursuant to this Power of Attorney shall be in such form and
shall
contain such terms and conditions as such attorney-in-fact may
approve in
his/her discretion,

granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they or he/she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his/her or their substitute or substitutes may lawfully do or cause to be done by virtue thereof.

This Power of Attorney is continuing and shall remain in effect so long as the undersigned is an officer or director of General Dynamics Corporation, a Delaware corporation, unless the undersigned executes and delivers to the Secretary of General Dynamics Corporation a written revocation of this Power of Attorney.

The undersigned acknowledges that each foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: 3/2 ,
2005

/s/

 Lewis Von

Thaer _____

Print Name