

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

JOHNSON JAY L

CIK: **1207051**

Type: **4** | Act: **34** | File No.: **001-03671** | Film No.: **06512689**

Mailing Address

*P O BOX 26532
RICHMOND VA 23261*

Business Address

8047713994

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

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

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 JOHNSON JAY L			2. Issuer Name and Ticker or Trading Symbol GENERAL DYNAMICS CORP [GD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(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)	68	A	(1)	2,667	D	

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 end of performance period, 12/31/2005

Remarks:

The reporting person also has 8,005 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.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that Jay L. Johnson, whose signature appears below constitutes and appoints Tommy R. Augustsson, Michelle S. DiCintio, Mark L. Haley, 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: 7 May
2003

/s/ Jay L. Johnson

Print Name