

# 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**  
SEC Accession No. **0001209191-06-002011**

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### REPORTING OWNER

#### **KEANE JOHN M**

CIK: **1267719**

Type: **4** | Act: **34** | File No.: **001-03671** | Film No.: **06512937**

Mailing Address  
C/O METLIFE INC  
ONE MADISON AVE  
NEW YORK NY 10010

### 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	Business Address
2941 FAIRVIEW PARK DRIVE SUITE 100 FALLS CHURCH VA 22042-4513	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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### 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 <b>KEANE JOHN M</b>			2. Issuer Name and Ticker or Trading Symbol <b>GENERAL DYNAMICS CORP [GD]</b>			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)	1,082	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 5,405 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 persons by these presents, that John M. Keane

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:  2/4/ \_\_\_\_\_ , 2004  
Keane \_\_\_\_\_

/s/ \_\_\_\_\_ John M.

\_\_\_\_\_  
Print Name