

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

DEMURO GERARD J

CIK: **1222185**

Type: **4** | Act: **34** | File No.: **001-03671** | Film No.: **06513420**

Business Address
GENERAL DYNAMICS CORP
3190 FAIRVIEW PARK DR
FALLS CHURCH VA 22042
7038763078

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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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 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006					
C/O GENERAL DYNAMICS, 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)	716		A	(1)	24,045	D	
Common Stock, \$1.00 par value									783,4496 (2)	I	401(k) Plan
Common Stock, \$1.00 par value	01/03/2006		J	(2)	731		D	\$114.34	23,314	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:

- Adjustment to number of shares of Performance Restricted Stock at end of performance period, 12/31/2005
- Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report

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

Remarks:

Reporting person has 114,850 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.

POWER OF ATTORNEY

Know all persons by these presents, that

Gerard J. DeMuro

whose signature appears below constitutes and

appoints Tommy R. Augustsson, David R. Breen, Michelle S. DiCintio, Mark L.

Haley, Margaret N. House, 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: 25 September, 2002

/s/Gerard J.

DeMuro

Print Name