

GENERAL DYNAMICS CORP
 Form 4
 February 01, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MANCUSO MICHAEL J.

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)
 C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/30/2006

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Sr. V.P. and CFO

FALLS CHURCH, VA 22042
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	01/30/2006		M		43,400	A	\$ 70.995
Common Stock, \$1.00 par value	01/30/2006		M		59,400	A	\$ 56.95
Common Stock,	01/30/2006		S		21,700	D	\$ 116.5016
							192,924

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\$1.00 par value

Common Stock, \$1.00 par value

01/30/2006

S 20,292 D

\$ 116.8064 172,632 D

Common Stock, \$1.00 par value

01/30/2006

S 57,645 D

\$ 117.4305 114,987 D

Common Stock, \$1.00 par value

5,290.4548
(1) I 401(k) Plan

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

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 control number.

SEC 1474
(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 70.995	01/30/2006		M	21,700	03/07/2002 03/06/2006	Common Stock	21,700	
Stock Options	\$ 70.995	01/30/2006		M	21,700	03/07/2003 03/06/2006	Common Stock	21,700	
Stock Options	\$ 56.95	01/30/2006		M	29,700	03/05/2004 03/04/2008	Common Stock	29,700	
Stock Options	\$ 56.95	01/30/2006		M	29,700	03/05/2005 03/04/2008	Common Stock	29,700	

