

Edgar Filing: GOODMAN CHARLES H - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	11/12/2004	A	17.7158					<u>(2)</u>	<u>(2)</u>	Common Stock	17.7158

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODMAN CHARLES H			X	

Signatures

/s/ Charles H.
Goodman 11/16/2004

 Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Convertible on a 1-for-1 basis for cash equal to the average fair market value of the Common Stock as of the date of conversion which, on the transaction date, was \$107.6950 per share.
- (2) Payable at the Reporting Person's retirement.
- (3) Acquired pursuant to General Dynamics Corporation's director compensation plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.