GENERAL DYNAMICS CORP

Form 4

March 04, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

obligations may continue. See Instruction

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

Washington, D.C. 20549

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hugh Redd

2. Issuer Name and Ticker or Trading Symbol

Issuer

GENERAL DYNAMICS CORP

(Check all applicable)

Sr. V. P. & CFO

5. Relationship of Reporting Person(s) to

[GD]

03/02/2011

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title _ Other (specify below)

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE, SUITE 100

(State)

(Zip)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

FALLS CHURCH, VA 22042

(City)

Stock,

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(1)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(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)
Common Stock, \$1.00 par value	03/02/2011	Code V	Amount 11,010	(D)	Price \$ 0	65,661	D	
Common Stock, \$1.00 par value						11,710	I	Trust in wife's name
Common						14,473.8572	I	401(k)

Plan

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\$1.00 par value

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title Deriva Securit (Instr.	tive Conversion ty or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I			Expiration Date	Title	Amount or Number of Shares
Stock Optio	\$ 7/4 X I	03/02/2011		A	105,320		<u>(2)</u>	03/01/2018	Common Stock	105,320

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hugh Redd C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DRIVE, SUITE 100 FALLS CHURCH, VA 22042

Sr. V. P. & CFO

Signatures

Neal Wheeler, by power of attorney 03/04/2011

**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) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
- (2) Fifty percent become exercisable on 3/2/12 and the remaining fifty percent become exercisable on 3/2/13.

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.

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