**CROWN JAMES S** 

Form 4

February 01, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CROWN JAMES S			2. Issuer Name and Ticker or Trading Symbol GENERAL DYNAMICS CORP [GD]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 222 N LASA 2000	(First)	(Middle) Γ, STE	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2006	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

CHICAGO, IL 60601

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secui	rities Acqu	ired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	spose	d of (D)	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	01/30/2006		M	1,320	A	\$ 70.995	9,860	D	
Common Stock							2,712,046	I	See ftn. (1)
Common Stock							1,255,572	I	See ftn. (2)
Common Stock							3,876,556	I	See ftn. (3)
Common Stock							152,400	I	See ftn. (4)

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

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SEC 1474 (9-02)

> 8. P Der Sec (Ins

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

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. Transactic Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 70.995	01/30/2006		M	(	660	03/07/2002	03/06/2006	Common Stock	660
Stock Options	\$ 70.995	01/30/2006		M	(	660	03/07/2003	03/06/2006	Common Stock	660

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
CROWN JAMES S 222 N LASALLE STREET STE 2000 CHICAGO, IL 60601	X						

## **Signatures**

/s/ James S.
Crown

\*\*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) Owned by a partnership Henry Crown and Company (Not Incorporated) (of which the Reporting Person is a partner)

**(2)** 

Reporting Owners 2

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Owned by a partnership - Areljay, L.P. (of which the Reporting Person is a beneficiary of a trust and a director, officer, and shareholder of a corporation which are partners)

- (3) Owned by a partnership The Crown Fund (of which the Reporting Person is a partner)
- (4) Owned by a partnership Crown Fund II (of which the Reporting Person is a partner)

#### **Remarks:**

The Reporting Person disclaims beneficial ownership of the shares described in footnotes 1 through 4, except to the extent of lin the entities which own these shares.

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.