

HEEBNER DAVID K

Form 4

December 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEEBNER DAVID K

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
FALLS CHURCH, VA 22042

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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	12/06/2006		M		25,200 (1)	A \$ 46.96 92,202 (1)	D
Common Stock, \$1.00 par value	12/06/2006		M		4,400 (1)	A \$ 48.885 96,602	D
Common Stock,	12/06/2006		S		21,360	D \$ 75,242	D
						75.4323	

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\$1.00 par
value

Common
Stock,
\$1.00 par
value

12/06/2006

F

1,321

D

\$ 75.64

73,921

D

Common
Stock,
\$1.00 par
value

3,868.3427

(1) (2)

I

401(k)

Plan

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 46.96	12/06/2006		M		12,600		03/06/2003	03/05/2007	Common Stock	12,600
Stock Options	\$ 46.96	12/06/2006		M		12,600		03/06/2004	03/05/2007	Common Stock	12,600
Stock Options	\$ 48.885	12/06/2006		M		2,200		05/01/2003	04/30/2007	Common Stock	2,200
Stock Options	\$ 48.885	12/06/2006		M		2,200		05/01/2004	04/30/2007	Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

HEEBNER DAVID K
C/O GENERAL DYNAMICS CORPORATION

Senior Vice President

2941 FAIRVIEW PARK DRIVE
FALLS CHURCH, VA 22042

Signatures

Margaret N. House, by power of
attorney

12/08/2006

_____*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) Share ownership adjusted for 2-for-1 stock split on 3/24/2006
- (2) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report

Remarks:

Reporting person also has 203,700 stock options (adjusted for 2-for-1 stock split on 3/24/2006), as previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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