

TONER MICHAEL W  
Form 4  
October 31, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
TONER MICHAEL W

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/29/2007

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Executive Vice President

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE

(Street)

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

FALLS CHURCH, VA 22042

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	10/29/2007		M		57,200	A	\$ 28.475
					167,381		
Common Stock, \$1.00 par value	10/29/2007		M		23,400	A	\$ 28.425
					190,781		
Common Stock,	10/29/2007		S		53,690	D	\$ 90.6061
					137,091		

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\$1.00 par value

Common Stock, \$1.00 par value

10/29/2007 S 23,400 D \$ 90.395 113,691 D

Common Stock, \$1.00 par value

10/29/2007 F 1,098 D \$ 90.96 112,593 D

Common Stock, \$1.00 par value

22,644.8804 I 401(k) Plan  
(1)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 28.475	10/29/2007		M	53,690	03/05/2004	03/04/2008	Common Stock	53,690
Stock Options	\$ 28.425	10/29/2007		M	23,400	03/26/2004	03/25/2008	Common Stock	23,400
Stock Options	\$ 28.475	10/29/2007		M	3,510	03/05/2005	03/04/2008	Common Stock	3,510

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TONER MICHAEL W  
C/O GENERAL DYNAMICS CORPORATION  
2941 FAIRVIEW PARK DRIVE  
FALLS CHURCH, VA 22042

Executive Vice President

## Signatures

Julie P. Aslaksen, by power of attorney  
10/31/2007

\_\_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 shares acquired under General Dynamics 401(k) plan since date of reporting person's last ownership report

### Remarks:

Reporting person also has 253,200 additional stock options, 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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