

GENERAL DYNAMICS CORP  
Form 8-K  
February 05, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) February 5, 2009 (February 4, 2009)**

**GENERAL DYNAMICS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction)

**1-3671**  
(Commission File Number)

**13-1673581**  
(IRS Employer)

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of Incorporation)

Identification No.)

2941 Fairview Park Drive, Suite 100, Falls Church, Virginia  
(Address of Principal Executive Offices)

22042-4513  
(Zip Code)

(703) 876-3000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, If Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On February 4, 2009, the Board of Directors of General Dynamics Corporation amended and restated the company's bylaws.

Article II Section 2 of the bylaws was amended to require a special meeting of stockholders to be called by the Board upon written request by a single holder of at least 10% or one or more holders representing in the aggregate at least 25% in each case of the outstanding voting power of the company. The amendments set forth certain requirements relating to the written requests, including that multiple meeting requests be received by the company within 60 days of the earliest dated meeting request.

The Amended and Restated Bylaws of the company are attached hereto as Exhibit 3.2.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

3.2 Amended and Restated Bylaws of General Dynamics Corporation (As amended effective February 4, 2009)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL DYNAMICS CORPORATION

by /s/ John W. Schwartz  
John W. Schwartz  
Vice President and Controller  
(Authorized Officer and Chief Accounting Officer)

Dated: February 5, 2009