

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of General Dynamics Corporation to Withdraw its Common Stock, \$1.00 par value, from Listing and Registration on the Chicago Stock Exchange, Inc. File No. 1-03671

August 18, 2005

On June 29, 2005, General Dynamics Corporation, a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, \$1.00 par value ("Security"), from listing and registration on the Chicago Stock Exchange, Inc. ("CHX"). Notice of such application requesting comments was published in the Federal Register on July 27, 2005.<sup>3</sup> No comments were received. As discussed below, the Commission is granting the application.

The Board of Directors ("the Board") of the Issuer approved resolutions on May 4, 2005 to withdraw the Security from listing on CHX. The Issuer stated that the following reasons factored into the Board's decision to withdraw the Security from CHX: (i) the administrative burden of continued listing on CHX does not justify the Issuer's continued listing on such exchange; and (ii) the principal listing for the Security is the New York Stock Exchange, Inc. ("NYSE") and the Security will continue to be listed on NYSE. The Issuer stated in its application that it has complied with applicable rules of CHX by providing CHX with the required documents governing the withdrawal of securities from listing and registration on CHX. The Issuer's application relates solely to the withdrawal of the Securities from listing on

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> See Securities Exchange Act Release No. 52096 (July 21, 2005), 70 FR 43466.

CHX and shall not affect its continued listing on NYSE or the Pacific Exchange, Inc.,<sup>4</sup> or its obligation to be registered under Section 12(b) of the Act.<sup>5</sup>

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on August 19, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>6</sup>

Jonathan G. Katz  
Secretary

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<sup>4</sup> On July 28, 2005, the Commission published the Issuer's application seeking to withdraw the Security from the Pacific Exchange, Inc. ("PCX"). See Securities Exchange Act Release No. 52113 (July 22, 2005), 70 FR 43909. No comments were received on such application. The Commission is granting such application to withdraw the Security from PCX by separate order as discussed therein.

<sup>5</sup> 15 U.S.C. 781(b).

<sup>6</sup> 17 CFR 200.30-3(a)(1).