

Whited Gary L
Form 4
March 08, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Whited Gary L

(Last) (First) (Middle)

C/O GENERAL DYNAMICS
CORPORATION, 2941 FAIRVIEW
PARK DR.

(Street)

FALLS CHURCH, VA 22042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GENERAL DYNAMICS CORP
[GD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
Common Stock	03/06/2018		M	7,405	A \$ 71.01	34,181	D
Common Stock	03/06/2018		S	5,977	D \$ (1) 224.518	28,204	D
Common Stock	03/06/2018		A	2,901 (2)	A \$ 0	31,105	D
Common Stock	03/07/2018		F	1,265 (3)	D \$ 223.93	29,840	D

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Common Stock	03/07/2018	A	1,405 (4)	A	\$ 0	31,245	D	
Common Stock						834,043 (5)	I	401(k) Plan

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

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(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	\$ 71.01	03/06/2018		M		7,405		<u>(6)</u>	03/06/2019	Common Stock	7,405
Stock Options	\$ 223.93	03/07/2018		A		16,800		<u>(7)</u>	03/06/2028	Common Stock	16,800

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Whited Gary L
C/O GENERAL DYNAMICS CORPORATION
2941 FAIRVIEW PARK DR.
FALLS CHURCH, VA 22042

Vice President

Signatures

L. Neal Wheeler, by Power of
Attorney 03/08/2018

**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)

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Sale prices ranged from \$224.473 to \$224.545. Reporting Person will provide, upon request by the Commission staff, General Dynamics, or a General Dynamics shareholder, full information regarding the number of shares sold at each separate sales price.

- Represents performance restricted stock units (PRSUs) originally granted in 2015. Includes additional units issued upon achievement of
- (2) the performance criteria, as well as accrued dividend equivalents. No further service-based vesting is required. The PRSUs and dividend equivalents are settled in shares of common stock.
 - (3) Withholding of shares of Common Stock under General Dynamics Corporation 2012 Equity Compensation Plan to satisfy tax withholding obligations on release of PRSUs.
 - (4) Represents shares of restricted stock subject to service-based vesting that will be released three years after the grant date.
 - (5) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
 - (6) Fifty percent became exercisable on 03/07/2013 and the remaining fifty percent became exercisable on 03/07/2014.
 - (7) Fifty percent become exercisable on 03/07/2020 and the remaining fifty percent become exercisable on 03/07/2021.

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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