

GENERAL DYNAMICS CORP

Form 4

March 06, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROWN JAMES S

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)
222 N. LASALLE STREET, STE
2000

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2015

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
CHICAGO, IL 60601

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

(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)
Common Stock	03/04/2015		A	520 ⁽¹⁾ A \$ 0	70,696 ⁽²⁾	D	
Common Stock					5,424,092	I	See fn. ⁽³⁾
Common Stock					2,511,144	I	See fn. ⁽⁴⁾
Common Stock					7,705,112	I	See fn. ⁽⁵⁾
Common Stock					304,800	I	See fn. ⁽⁶⁾

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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)	8. I. Derivative Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Stock Options	\$ 136.78	03/04/2015		A		2,570	<u>(7)</u> 03/03/2025	Common Stock 2,570

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CROWN JAMES S 222 N. LASALLE STREET STE 2000 CHICAGO, IL 60601	X

Signatures

/s/Angie Newhouse,
Attorney-in-Fact 03/06/2015

**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) Reflects shares of restricted stock that vest on December 31, 2018, subject to continued service conditions.

(2) Includes 2,820 shares of restricted stock.

(3) Owned by a partnership, Henry Crown and Company (Not incorporated), of which the Reporting Person is a partner. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by this entity except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

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(4) Owned by a partnership, Areljay, L.P., of which the Reporting Person is a beneficiary of a trust which is a partner, and a director, officer and shareholder of a corporation which is a partner. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by this entity except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

(5) Owned by a partnership, The Crown Fund, of which the Reporting Person is a partner. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by this entity except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

(6) Owned by a partnership, Crown Fund II, of which the Reporting Person is a partner. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by this entity except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

(7) One-half of the options vests and becomes exercisable on March 4, 2017 and the remaining half vests and becomes exercisable on March 4, 2018.

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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