

GENERAL DYNAMICS CORP

Form 4

May 30, 2014

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O GENERAL DYNAMICS, 2941  
FAIRVIEW PARK DR., SUITE 100

(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)  
05/29/2014

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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                         |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock,<br>\$1.00 par<br>value | 05/29/2014                              |                                                             | M                                       |                                                                         | 8,540                                                                                                              | A                                                                       | \$ 73.49                                                          |
|                                         |                                         |                                                             |                                         |                                                                         | 28,177.899                                                                                                         | D                                                                       |                                                                   |
| Common<br>Stock,<br>\$1.00 par<br>value | 05/29/2014                              |                                                             | M                                       |                                                                         | 6,715                                                                                                              | A                                                                       | \$ 74.81                                                          |
|                                         |                                         |                                                             |                                         |                                                                         | 34,892.899                                                                                                         | D                                                                       |                                                                   |
| Common<br>Stock,<br>\$1.00 par          | 05/29/2014                              |                                                             | S                                       |                                                                         | 12,252                                                                                                             | D                                                                       | \$                                                                |
|                                         |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         | 117.533                                                           |
|                                         |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         | (1)                                                               |

value

Common  
Stock,  
\$1.00 par  
value368.861 <sup>(2)</sup> I401(k)  
Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. I            |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Options                                    | \$ 73.49                                                           | 05/29/2014                              |                                                             | M                                    |                                                                                                                 | 8,540                                                          |     | <u>(3)</u>                                                          | 03/02/2015         | Common<br>Stock | 8,540                                  |
| Stock<br>Options                                    | \$ 74.81                                                           | 05/29/2014                              |                                                             | M                                    |                                                                                                                 | 6,715                                                          |     | <u>(4)</u>                                                          | 03/01/2018         | Common<br>Stock | 6,715                                  |

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director 10% Owner Officer Other

Whited Gary L  
C/O GENERAL DYNAMICS  
2941 FAIRVIEW PARK DR., SUITE 100  
FALLS CHURCH, VA 22042

Vice President

## Signatures

L. Neal Wheeler, by Power of  
Attorney

05/30/2014

\_\_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) Sale prices ranged from \$117.48 to \$117.62. 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.
- (2) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
- (3) Fifty percent became exercisable on 03/03/2011 and the remaining fifty percent became exercisable on 03/03/2012.
- (4) Fifty percent became exercisable on 03/02/2012 and the remaining fifty percent became exercisable on 03/02/2013.

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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