

Whited Gary L
 Form 4
 March 08, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice President

(Last) (First) (Middle)
 C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DR.

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

(Street)
 FALLS CHURCH, VA 22042

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/06/2018		M		7,405 A \$ 71.01	34,181	D
Common Stock	03/06/2018		S		5,977 D \$ 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 <u>(4)</u>	A	\$ 0	31,245	D	
Common Stock						834,043 <u>(5)</u>	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)	8. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
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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