#### NOVAKOVIC PHEBE N

Form 4

March 08, 2013

## FORM 4

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

OMB 3235-0287 Number:

Estimated average

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

**OMB APPROVAL** 

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* NOVAKOVIC PHEBE N

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

GENERAL DYNAMICS CORP

(Check all applicable)

[GD]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title

(Month/Day/Year)

03/06/2013

Other (specify

Chairman and CEO

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW

(Street)

PARK DRIVE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

below)

FALLS CHURCH, VA 22042

(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)	Code (Instr. 8)	4. Securities A onor Disposed of (Instr. 3, 4 and	(D) 5) (A) or		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, \$1.00 par value	03/05/2013		Code V  D V	Amount 12,479.891 (1)	(D)	Price	87,844	D		
Common Stock, \$1.00 par value	03/06/2013		A	47,860 <u>(2)</u>	A	\$ 0	135,704	D		
Common Stock,	03/06/2013		A V	47,860 <u>(3)</u>	A	\$ 0	183,564	D		

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\$1.00 par value

Stock, \$1.00 par value

4,478.157 (4) I

401(k) Plan

SEC 1474

(9-02)

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.

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)	FransactionDerivative Code Securities				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 67.7	03/06/2013		A	733,000		(5)	03/05/2020	Common Stock	733,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NOVAKOVIC PHEBE N C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042

X

Chairman and CEO

### **Signatures**

Neal Wheeler, by power of attorney 03/08/2013

\*\*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) Represents restricted stock units ("RSUs") granted in 2012 and accrued dividend equivalents that were forfeited due to the performance metric not being met.

Reporting Owners 2

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- (2) Represents shares of restricted stock subject to service-based vesting that will be released approximately four years after the grant date.
  - Represents a target number of RSUs each of which entitles the Reporting Person to receive one share of General Dynamics common
- (3) stock. The number of RSUs ultimately earned by the Reporting Person will be determined based on a performance metric tied to return on invested capital during the year of grant, and may range from 0% to 200% of the target amount. Following the performance period, the earned RSUs are subject to an additional three year time-vesting period.
- (4) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
- (5) Fifty percent become exercisable on 3/6/2014 and the remaining fifty percent become exercisable on 3/6/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.