### Edgar Filing: HEEBNER DAVID K - Form 4

HEEBNER D Form 4 March 09, 201												
FORM	Л										PPROVAL	
	<b>■</b> UNITED S	TATES						NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16. Form 4 or	r <b>STATEM</b>	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section 17(a)	(20) (b) of the investment (Commonly A of $(10)$										
(Print or Type Re	esponses)											
HEEBNER DAVID K Symbo			Symbol						5. Relationship of Reporting Person(s) to Issuer			
			GENERAL DYNAMICS CORP [GD]						(Check all applicable)			
				of Earliest Transaction /Day/Year) 2012					Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
(Street) 4. If Amer				ndment, Date Original th/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
									Person			
(City)	(State) (Z	Zip)	Table	I - Non	-De			ties Ac	quired, Disposed o		-	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)				3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				)	SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, \$1.00 par value	03/07/2012			Code A	v	Amount 8,950 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 132,365	D		
Common Stock, \$1.00 par value	03/07/2012			А		8,950 (2)	A	\$ 0	141,315	D		
Common Stock,									5,191.4288 <u>(3)</u>	Ι	401(k) Plan	

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\$1.00 par value

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 71.01	03/07/2012		А	95,760	<u>(4)</u>	03/06/2019	Common Stock	95,760

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
HEEBNER DAVID K C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042			Executive Vice President			
Signatures						

Neal Wheeler, by power of 03/09/2012

\*\*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 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 restricted stock units ("RSUs") each of which entitles the Reporting Person to receive one share of General Dynamics common stock. The number of RSUs ultimately earned by the Reporting Person will be determined based on a performance

(2) Dynamics common stock. The number of RSOS utimately cancer by the Reporting Ferson 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.

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(3) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.

(4) Fifty percent become exercisable on 3/7/2013 and the remaining fifty percent become exercisable on 3/7/2014.

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.