

GENERAL DYNAMICS CORP

Form 4

September 09, 2016

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 *
HELM ROBERT W

(Last) (First) (Middle)

**C/O GENERAL DYNAMICS
CORPORATION, 2941 FAIRVIEW
PARK DRIVE**

(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)
09/07/2016

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)
Senior 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 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, \$1.00 par value	09/07/2016		M	41,250	A \$ 74.81	108,118.65	D
Common Stock, \$1.00 par value	09/07/2016		S	35,250	D \$ (1) 152.994	72,868.65	D
Common Stock,	09/08/2016		M	41,250	A \$ 74.81	114,118.65	D

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\$1.00 par
value

Common
Stock,
\$1.00 par
value

09/08/2016

M

73,410 A

\$ 71.01

187,528.65

D

Common
Stock,
\$1.00 par
value

09/08/2016

S

82,269 D

\$
152.191
(2)

105,259.65

D

Common
Stock,
\$1.00 par
value

09/08/2016

S

32,391 D

\$
152.423
(3)

72,868.65

D

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 (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 74.81	09/07/2016		M		41,250		<u>(4)</u>	03/01/2018	Common Stock	41,250
Stock Options	\$ 74.81	09/08/2016		M		41,250		<u>(4)</u>	03/01/2018	Common Stock	41,250
Stock Options	\$ 71.01	09/08/2016		M		73,410		<u>(5)</u>	03/06/2019	Common Stock	73,410

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

HELM ROBERT W
C/O GENERAL DYNAMICS CORPORATION
2941 FAIRVIEW PARK DRIVE
FALLS CHURCH, VA 22042

Senior Vice President

Signatures

L. Neal Wheeler, by Power of
Attorney

09/09/2016

__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 \$152.81 to \$153.18. 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) Sale prices ranged from \$151.36 to \$152.35. 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.
- (3) Sale prices ranged from \$152.36 to \$152.62. 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.
- (4) Fifty percent became exercisable on 03/02/2012 and the remaining fifty percent became exercisable on 03/02/2013.
- (5) Fifty percent became exercisable on 03/07/2013 and the remaining fifty percent became exercisable on 03/07/2014.

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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