

NOVAKOVIC PHEBE N
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 *
NOVAKOVIC PHEBE N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DR.

(Street)

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

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)	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)
			Code	V	Amount or Price		
Common Stock	03/06/2018		A		39,736 (1)	A	\$ 0 402,376 D
Common Stock	03/07/2018		F		17,921 (2)	D	\$ 223.93 384,455 D
Common Stock	03/07/2018		M		14,720	A	\$ 71.01 399,175 D
Common Stock	03/07/2018		F		9,485	D	\$ 225.42 389,690 D
	03/07/2018		M		39,500	A	\$ 67.9 429,190 D

Common Stock								
Common Stock	03/07/2018		F	25,173	D	\$ 225.45	404,017	D
Common Stock	03/07/2018		A	<u>15,630</u> (3)	A	\$ 0	419,647	D
Common Stock							4,945.238 (4)	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Options	\$ 71.01	03/07/2018		M		(5)	03/06/2019	Common Stock	14,
Stock Options	\$ 67.9	03/07/2018		M		(6)	05/01/2019	Common Stock	39,
Stock Options	\$ 223.93	03/07/2018		A	186,460	(7)	03/06/2028	Common Stock	186

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Chairman and CEO

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).
Represents performance restricted stock units (RSUs) originally granted in 2015. Includes additional units issued upon achievement of
(1) the performance criteria, as well as accrued dividend equivalents. No further service-based vesting is required. The RSUs and dividend equivalents are settled in shares of common stock.
(2) Withholding of shares of Common Stock under General Dynamics Corporation 2012 Equity Compensation Plan to satisfy tax withholding obligations on release of RSUs.
(3) Represents shares of restricted stock subject to service-based vesting that will be released three years after the grant date.
(4) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
(5) Fifty percent became exercisable on 03/07/2013 and the remaining fifty percent became exercisable on 03/07/2014.
(6) Fifty percent became exercisable 05/02/2013 and the remaining fifty percent became exercisable 05/02/2014.
(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. 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.