

Marzilli Christopher
Form 4
March 08, 2013

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 *
Marzilli Christopher

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)
03/06/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	03/05/2013		D	V	3,547.515 ⁽¹⁾	D	\$ 0 35,705
Common Stock, \$1.00 par value	03/06/2013		A		2,865 ⁽²⁾	A	\$ 0 38,570
Common Stock,	03/06/2013		A	V	2,865 ⁽³⁾	A	\$ 0 41,435

\$1.00 par value

Common Stock, \$1.00 par value

938,606 ⁽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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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
Stock Options	\$ 67.7	03/06/2013		A	43,890	⁽⁵⁾ 03/05/2020	Common Stock	43,890

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marzilli Christopher
C/O GENERAL DYNAMICS CORPORATION
2941 FAIRVIEW PARK DRIVE
FALLS CHURCH, VA 22042

Vice President

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).

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- (1) Represents restricted stock units ("RSUs") granted in 2012 and accrued dividend equivalents that were forfeited due to the performance metric not being met.
- (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 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.
- (3) 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.

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