

GENERAL DYNAMICS CORP
 Form 4
 March 03, 2017

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 *
FRICKS WILLIAM P

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)
03/01/2017

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	03/01/2017		A		390 ⁽¹⁾	A	\$ 0
Common Stock, \$1.00 par value	03/02/2017		M		5,210	A	\$ 74.81
Common Stock,	03/02/2017		M		4,580	A	\$ 71.01
							53,646

\$1.00 par
value

Common
Stock,
\$1.00 par
value

03/02/2017

M

6,900

A

\$ 67.7

60,546

D

Common
Stock,
\$1.00 par
value

03/02/2017

S

10,146

D

\$
191.185
(2)

50,400

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options	\$ 191.71	03/01/2017		A	2,270	<u>(3)</u> 02/28/2027	Common Stock	2,270	
Stock Options	\$ 74.81	03/02/2017		M	5,210	<u>(4)</u> 03/01/2018	Common Stock	5,210	
Stock Options	\$ 71.01	03/02/2017		M	4,580	<u>(5)</u> 03/06/2019	Common Stock	4,580	
Stock Options	\$ 67.7	03/02/2017		M	6,900	<u>(6)</u> 03/05/2020	Common Stock	6,900	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRICKS WILLIAM P C/O GENERAL DYNAMICS CORPORATION	X			

2941 FAIRVIEW PARK DRIVE
FALLS CHURCH, VA 22042

Signatures

Julie P. Aslaksen, by Power of
Attorney

03/03/2017

__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 three years after the grant date.
- (2) Sale prices ranged from \$191.043 to \$191.247. 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) Fifty percent become exercisable on 03/01/2019 and the remaining fifty percent become exercisable on 03/01/2020.
- (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.
- (6) Fifty percent became exercisable on 03/06/2014 and the remaining fifty percent became exercisable on 03/06/2015.

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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