

GENERAL DYNAMICS CORP  
Form 4  
February 20, 2014

**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 \*  
Johnson S. Daniel

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)  
02/18/2014

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE, SUITE 100

(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                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock, \$1.00 par value  | 02/18/2014                           |                                                    | M                              |                                                                   | 38,400                                                                                        | A                                                        | \$ 73.49                                              |
|                                 |                                      |                                                    |                                |                                                                   | 85,302                                                                                        |                                                          |                                                       |
| Common Stock, \$1.00 par value  | 02/18/2014                           |                                                    | M                              |                                                                   | 40,080                                                                                        | A                                                        | \$ 74.81                                              |
|                                 |                                      |                                                    |                                |                                                                   | 125,382                                                                                       |                                                          |                                                       |
| Common Stock,                   | 02/18/2014                           |                                                    | S                              |                                                                   | 78,480                                                                                        | D                                                        | \$ 106.588                                            |
|                                 |                                      |                                                    |                                |                                                                   | 46,902                                                                                        |                                                          |                                                       |

\$1.00 par value

(1)

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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options                              | \$ 73.49                                               | 02/18/2014                           |                                                    | M                              | 38,400                                                                                  | (2) 03/02/2015                                           | Common Stock                                                  | 38,400                        |
| Stock Options                              | \$ 74.81                                               | 02/18/2014                           |                                                    | M                              | 40,080                                                                                  | (3) 03/01/2018                                           | Common Stock                                                  | 40,080                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                                         | Relationships |           |                |       |
|------------------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                                                        | Director      | 10% Owner | Officer        | Other |
| Johnson S. Daniel<br>C/O GENERAL DYNAMICS CORPORATION<br>2941 FAIRVIEW PARK DRIVE, SUITE 100<br>FALLS CHURCH, VA 22042 |               |           | Vice President |       |

## Signatures

L. Neal Wheeler, by Power of Attorney 02/20/2014

\*\*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 \$106.10 to \$107.00. 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.

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(2) Fifty percent became exercisable on 03/03/2011 and the remaining fifty percent became exercisable on 03/03/2012.

(3) Fifty percent became exercisable on 03/02/2012 and the remaining fifty percent became exercisable on 03/02/2013.

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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