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FLYNN LA Form 4													
March 08, 2	ЛЛ		CECU		a .						OMB AF	PROVAL	
	UNITED	STATES				ND EXC , D.C. 205		ANG	E CC	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF (IGES	IN	Expires:	January 31, 2005 verage						
Section 16. SECURITIES Estimated average burden hours per													
(Print or Type	Responses)												
FLYNN LARRY R Symbol				NERAL DYNAMICS CORP						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)					of Earliest Transaction Day/Year)					Director 10% Owner X Officer (give title Other (specify			
	ERAL DYNAMIC ATION, 2941 FAI IVE		03/06/2	-					b	elow) Vic	below) ce President		
(Street) 4. If Amendment Filed(Month/Day/ FALLS CHURCH, VA 22042				Day/Year) Applicable Line) _X_ Form filed by					Applicable Line) X_ Form filed by O	oint/Group Filing(Check One Reporting Person More than One Reporting			
(City)	(State)	(Zip)								Person			
1.Title of	2. Transaction Date			le I - No 3.	on-I				-	red, Disposed of,	or Beneficial	ly Owned 7. Nature of	
Security (Instr. 3)		Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)											
~				Code	v	Amoun	t	or (D)	Price	(Instr. 3 and 4)	× ,		
Common Stock, \$1.00 par value	03/05/2013			D	v	3,516.57 (1)	7	D	\$0	50,323	D		
Common Stock, \$1.00 par value	03/06/2013			А		3,730 <u>(2)</u>		A	\$ 0	54,053	D		
Common Stock,	03/06/2013			А	V	3,730 <u>(3)</u>		А	\$0	57,783	D		

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\$1.00 par value

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)8(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 67.7	03/06/2013		А	57,340	(4)	03/05/2020	Common Stock	57,340

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FLYNN LARRY R C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042			Vice President			
Signatures						

Neal Wheeler, by power of 03/08/2013 attorney

**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 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.

(3)

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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.

(4) 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. 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.