

Von Thae Lewis
Form 4
March 08, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Von Thae Lewis

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)
C/O GENERAL DYNAMICS
CORPORATION, 2941 FAIRVIEW
PARK DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

(Street)
FALLS CHURCH, VA 22042

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1.00 par value	03/05/2013		D	V 2,990.637 (1)	D \$ 0 49,540	D	
Common Stock, \$1.00 par value	03/06/2013		A	2,620 (2)	A \$ 0 52,160	D	
Common Stock,	03/06/2013		A	V 2,620 (3)	A \$ 0 54,780	D	

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\$1.00 par
value

Common
Stock,
\$1.00 par
value

1,202.69 ⁽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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options	\$ 67.7	03/06/2013		A	40,180	⁽⁵⁾ 03/05/2020	Common Stock	40,180

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Von Thae Lewis
C/O GENERAL DYNAMICS CORPORATION
2941 FAIRVIEW PARK DRIVE
FALLS CHURCH, VA 22042

Vice President

Signatures

Julie P. Aslaksen, 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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