

Whited Gary L
 Form 3
 March 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

White Gary L
 (Last) (First) (Middle)

2941 FAIRVIEW PARK
 DR., SUITE 100

(Street)

FALLS
 CHURCH, VA 22042

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 03/06/2013

3. Issuer Name and Ticker or Trading Symbol
 GENERAL DYNAMICS CORP [GD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, \$1.00 par value | 4,350 | D | ^ |
| Common Stock, \$1.00 par value | 5,165 ⁽¹⁾ | D | ^ |
| Common Stock, \$1.00 par value | 1,375 ⁽²⁾ | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) | (Instr. 5) |
|---------------|------------------|-----------------|---------------------|----------------------------|--|---|------------|
| | | | Title | | (Instr. 4) | (Instr. 5) | |
| Stock Options | Â (3) | 03/02/2015 | Common Stock | 9,900 | \$ 73.49 | D | Â |
| Stock Options | Â (4) | 03/01/2018 | Common Stock | 13,430 | \$ 74.81 | D | Â |
| Stock Options | Â (5) | 03/06/2019 | Common Stock | 14,810 | \$ 71.01 | D | Â |
| Stock Options | Â (6) | 03/05/2020 | Common Stock | 21,020 | \$ 67.7 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Whited Gary L 2941 FAIRVIEW PARK DR. SUITE 100 FALLS CHURCH, VA 22042 | Â | Â | Â Vice President | Â |

Signatures

Neal Wheeler, by power of attorney 03/13/2013

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 approximately four years after the grant date. Represents a target number of restricted stock units ("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.
- (2) Represents a target number of restricted stock units ("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) Fifty percent became exercisable on 03/03/2011 and the remaining fifty percent became exercisable on 03/03/2012.
- (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 will become exercisable on 03/07/2014.
- (6) Fifty percent will become exercisable on 03/06/2014 and the remaining fifty percent will become 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. 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.