GENERAL DYNAMICS CORP

Form 4

September 16, 2014

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Geiger Jeffrey S

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

GENERAL DYNAMICS CORP

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Check all applicable)

Vice President

[GD] (Middle)

09/12/2014

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

Director X_ Officer (give title below)

10% Owner Other (specify

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW

(Street)

FALLS CHURCH, VA 22042-4513

(First)

PARK DRIVE

Stock,

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

| | | 1 0 301 | | | | | | | |
|---|--|--|--|-----------|-----|----------------------|--|--|---|
| (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. Transactic Code (Instr. 8) | (A) or | | | 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) |
| Common Stock, \$1.00 par value | 09/12/2014 | | M | 25,300 | , , | \$ 73.49 | 63,989.139 | D | |
| Common Stock, \$1.00 par value | 09/12/2014 | | S | 23,940 | D | \$ 125.957 (1) | 40,049.139 | D | |
| Common | 09/12/2014 | | F | 793 | D | \$ 125.91 | 39,256.139 | D | |

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| \$1.00 par value | | | |
|---|-------------|---|-----------------------|
| Common Stock, \$1.00 par value | 842 | I | Owned by Spouse |
| Common Stock, \$1.00 par value | 149.938 (2) | I | 401(k) Plan |

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

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SEC 1474

(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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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) | |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 73.49 | 09/12/2014 | | M | 25,300 | <u>(3)</u> | 03/02/2015 | Common Stock | 25,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|----------------------------------|---------------|-----------|-----------|-------|--|--|
| 1 | Director | 10% Owner | Officer | Other | | |
| Geiger Jeffrey S | | | | | | |
| C/O GENERAL DYNAMICS CORPORATION | | | Vice | | | |
| 2941 FAIRVIEW PARK DRIVE | | | President | | | |
| FALLS CHURCH, VA 22042-4513 | | | | | | |

Signatures

L. Neal Wheeler, by Power of Attorney 09/16/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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 \$125.87 to \$126.06. 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.
- (2) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
- (3) Fifty percent became exercisable on 03/03/2011 and the remaining fifty percent became exercisable on 03/03/2012.

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.