

GENERAL DYNAMICS CORP
Form 4
March 06, 2015

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 *
CROWN JAMES S

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)
222 N. LASALLE STREET, STE 2000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2015

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

CHICAGO, IL 60601

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

(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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/04/2015		A	520 ⁽¹⁾ A \$ 0	70,696 ⁽²⁾	D	
Common Stock					5,424,092	I	See fn. ⁽³⁾
Common Stock					2,511,144	I	See fn. ⁽⁴⁾
Common Stock					7,705,112	I	See fn. ⁽⁵⁾
Common Stock					304,800	I	See fn. ⁽⁶⁾

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(4) Owned by a partnership, Areljay, L.P., of which the Reporting Person is a beneficiary of a trust which is a partner, and a director, officer and shareholder of a corporation which is a partner. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by this entity except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

(5) Owned by a partnership, The Crown Fund, of which the Reporting Person is a partner. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by this entity except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

(6) Owned by a partnership, Crown Fund II, of which the Reporting Person is a partner. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by this entity except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

(7) One-half of the options vests and becomes exercisable on March 4, 2017 and the remaining half vests and becomes exercisable on March 4, 2018.

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.