

GENERAL DYNAMICS CORP  
 Form 4  
 March 06, 2014

**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 \*  
**LOMBARDO JOSEPH T**  
  
 (Last) (First) (Middle)  
  
**C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE**  
  
 (Street)  
  
**FALLS CHURCH, VA 22042**  
  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/04/2014**

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

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Vice President**

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 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	03/04/2014		A		3,432.638 <sup>(1)</sup>	A	\$ 0 114,401.638
Common Stock, \$1.00 par value	03/05/2014		A		5,650 <sup>(2)</sup>	A	\$ 0 120,051.638
Common Stock,	03/05/2014		A	V	5,650 <sup>(3)</sup>	A	\$ 0 125,701.638



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- Represents a target number of PRSUs, each of which entitles the Reporting Person to receive one share of General Dynamics common stock. The number of PRSUs 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 PRSUs are subject to an additional three year time-vesting period.
- (3)
- (4) Fifty percent become exercisable on 03/05/2015 and the remaining fifty percent become exercisable on 03/05/2016.

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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