

GENERAL DYNAMICS CORP

Form 4

March 06, 2014

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 *
Geiger Jeffrey S

(Last) (First) (Middle)

C/O GENERAL DYNAMICS
CORPORATION, 2941 FAIRVIEW
PARK DRIVE

(Street)

FALLS CHURCH, VA 22042-4513

(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
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock, \$1.00 par value	03/04/2014		A	984.139 (1)	A \$ 0 35,069.139	D	
Common Stock, \$1.00 par value	03/05/2014		A	1,810 (2)	A \$ 0 36,879.139	D	
Common Stock,	03/05/2014		A	V 1,810 (3)	A \$ 0 38,689.139	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

148.33 ⁽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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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. 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
				Code	V	(A)	(D)	
Stock Options	\$ 112.4	03/05/2014		A		29,360	⁽⁵⁾ 03/04/2021	Common Stock 29,360

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Geiger Jeffrey S
C/O GENERAL DYNAMICS CORPORATION
2941 FAIRVIEW PARK DRIVE
FALLS CHURCH, VA 22042-4513

Vice
President

Signatures

L. Neal Wheeler, by Power of
Attorney

03/06/2014

 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).

- Represents additional performance restricted stock units (PRSUs) equal to accrued dividend equivalents on previously awarded PRSUs
- (1) and additional units that were earned based on satisfaction of the performance metric, which was returned on invested capital. The PRSUs are subject to an additional three-year time-vesting period.
- (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 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) 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.
- (4) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
- (5) Fifty percent will become exercisable on 03/05/2015 and the remaining fifty percent will 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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