#### NOVAKOVIC PHEBE N

Form 4 May 04, 2012

## FORM 4

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

OMB Number: 3235-0287

burden hours per

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*\* NOVAKOVIC PHEBE N

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

GENERAL DYNAMICS CORP

(Check all applicable)

[GD]

(Last)

(Middle)

3. Date of Earliest Transaction

\_X\_ Director \_\_\_\_\_ 10% Owner X\_ Officer (give title \_\_\_\_\_ Other (speci

President and COO

(Month/Day/Year)

05/02/2012

e title \_\_\_\_ Other (specify below)

C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DR., SUITE 100

(First)

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

below)

FALLS CHURCH, VA 22042

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative Securiti	ies Ac	quired, Disposed	of, or Beneficia	lly 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)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5  (A) or Amount (D)	)	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	05/02/2012		A	3,740 (1) A	\$ 0	102,057	D	

Common

Common

Stock,

Stock, \$1.00 par 05/02/2012 A \$0 105,797 D

value

4,384.0121 (3) I 401(k) Plan

\$1.00 par value

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 67.9	05/02/2012		A	39,500	<u>(4)</u>	05/01/2019	Common Stock	39,500

### **Reporting Owners**

Reporting Owner Name / Address	Relationsnips					
,	Director	10% Owner	Officer	Other		
NOVAKOVIC PHEBE N C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DR., SUITE 100 FALLS CHURCH, VA 22042	X		President and COO			

### **Signatures**

Neal Wheeler, by power of 05/04/2012 attorney Date \*\*Signature of Reporting Person

### **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) 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.

Reporting Owners 2

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- (3) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
- (4) Fifty percent will become exercisable 5/2/2013 and the remaining fifty percent will become exercisable 5/2/2014.

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.