

GENERAL DYNAMICS CORP  
 Form 4  
 March 03, 2017

**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 \*  
**FRICKS WILLIAM P**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2017**

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

**C/O GENERAL DYNAMICS CORPORATION, 2941 FAIRVIEW PARK DRIVE**

(Street)

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

**FALLS CHURCH, VA 22042**

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1.00 par value	03/01/2017		A		390 <sup>(1)</sup>	A	\$ 0
Common Stock, \$1.00 par value	03/02/2017		M		5,210	A	\$ 74.81
Common Stock,	03/02/2017		M		4,580	A	\$ 71.01
							43,856
							49,066
							53,646

\$1.00 par value								
Common Stock, \$1.00 par value	03/02/2017		M	6,900	A	\$ 67.7	60,546	D
Common Stock, \$1.00 par value	03/02/2017		S	10,146	D	\$ <u>(2)</u>	50,400	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 191.71	03/01/2017		A	2,270	<u>(3)</u> 02/28/2027	Common Stock 2,270
Stock Options	\$ 74.81	03/02/2017		M	5,210	<u>(4)</u> 03/01/2018	Common Stock 5,210
Stock Options	\$ 71.01	03/02/2017		M	4,580	<u>(5)</u> 03/06/2019	Common Stock 4,580
Stock Options	\$ 67.7	03/02/2017		M	6,900	<u>(6)</u> 03/05/2020	Common Stock 6,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRICKS WILLIAM P C/O GENERAL DYNAMICS CORPORATION	X			

2941 FAIRVIEW PARK DRIVE  
FALLS CHURCH, VA 22042

## Signatures

Julie P. Aslaksen, by Power of  
Attorney

03/03/2017

\_\_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).

- (1) Represents shares of restricted stock subject to service-based vesting that will be released three years after the grant date.
- (2) Sale prices ranged from \$191.043 to \$191.247. 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.
- (3) Fifty percent become exercisable on 03/01/2019 and the remaining fifty percent become exercisable on 03/01/2020.
- (4) Fifty percent became exercisable on 03/02/2012 and the remaining fifty percent became exercisable on 03/02/2013.
- (5) Fifty percent became exercisable on 03/07/2013 and the remaining fifty percent became exercisable on 03/07/2014.
- (6) Fifty percent became exercisable on 03/06/2014 and the remaining fifty percent became exercisable on 03/06/2015.

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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