

NOVAKOVIC PHEBE N

Form 4

March 08, 2018

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 *
NOVAKOVIC PHEBE N

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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(Street)

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

FALLS CHURCH, VA 22042

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1) or (D) Price		
Common Stock	03/06/2018		A		39,736 (1)	A	\$ 0 402,376 D
Common Stock	03/07/2018		F		17,921 (2)	D	\$ 223.93 384,455 D
Common Stock	03/07/2018		M		14,720 A	\$ 71.01 399,175 D	
Common Stock	03/07/2018		F		9,485 D	\$ 225.42 389,690 D	
	03/07/2018		M		39,500 A	\$ 67.9 429,190 D	

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Common
Stock

Common Stock	03/07/2018	F	25,173	D	\$ 225.45	404,017	D
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Common Stock	03/07/2018	A	15,630 (3)	A	\$ 0	419,647	D
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Common Stock						4,945.238 (4)	I	401(k) Plan
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options	\$ 71.01	03/07/2018		M			14,720	<u>(5)</u>	03/06/2019	Common Stock	14,
Stock Options	\$ 67.9	03/07/2018		M			39,500	<u>(6)</u>	05/01/2019	Common Stock	39,
Stock Options	\$ 223.93	03/07/2018		A		186,460		<u>(7)</u>	03/06/2028	Common Stock	186

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOVAKOVIC PHEBE N
C/O GENERAL DYNAMICS CORPORATION
2941 FAIRVIEW PARK DR.
FALLS CHURCH, VA 22042

X

Chairman and CEO

Signatures

L. Neal Wheeler, by Power of
Attorney

03/08/2018

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 performance restricted stock units (PRSUs) originally granted in 2015. Includes additional units issued upon achievement of
- (1) the performance criteria, as well as accrued dividend equivalents. No further service-based vesting is required. The PRSUs and dividend equivalents are settled in shares of common stock.
 - (2) Withholding of shares of Common Stock under General Dynamics Corporation 2012 Equity Compensation Plan to satisfy tax withholding obligations on release of PRSUs.
 - (3) Represents shares of restricted stock subject to service-based vesting that will be released three years after the grant date.
 - (4) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
 - (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 05/02/2013 and the remaining fifty percent became exercisable 05/02/2014.
 - (7) Fifty percent become exercisable on 03/07/2020 and the remaining fifty percent become exercisable on 03/07/2021.

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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