

GENERAL DYNAMICS CORP
 Form 4
 February 10, 2015

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 *
 Whited Gary L

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, 2941 FAIRVIEW PARK DR., SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2014

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

FALLS CHURCH, VA 22042

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

(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 or Price		
Common Stock, \$1.00 par value	02/06/2015		A		1,944.897 ⁽¹⁾	A	\$ 0 24,102.796 D
Common Stock, \$1.00 par value	05/09/2014		A		24.497 ⁽²⁾	A	\$ 0 24,127.293 D
Common Stock, \$1.00 par	08/08/2014		A		23.781 ⁽²⁾	A	\$ 0 24,151.074 D

value

Common Stock, \$1.00 par value 11/14/2014 A 19.454 ⁽²⁾ A \$ 0 24,170.528 D

Common Stock, \$1.00 par value 02/06/2015 A 19.982 ⁽²⁾ A \$ 0 24,190.51 D

Common Stock, \$1.00 par value 406.898 ⁽³⁾ I 401 (k) Plan

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

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whited Gary L C/O GENERAL DYNAMICS 2941 FAIRVIEW PARK DR., SUITE 100 FALLS CHURCH, VA 22042			Vice President	

Signatures

L. Neal Wheeler, by Power of
Attorney

02/10/2015

__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 PRSUs originally granted in

(1) 2014 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 accrued dividend equivalents on PRSUs originally granted in 2013.

(3) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.

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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