Roualet Mark C. Form 4 May 01, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 See Instruction

1(b).

PARK DRIVE

(Print or Type Responses)

1. Name and Address of Reporting Person * Roualet Mark C.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

04/29/2013

GENERAL DYNAMICS CORP

(Check all applicable)

[GD]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

Executive Vice President

C/O GENERAL DYNAMICS

CORPORATION, 2941 FAIRVIEW

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

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. Securition Disposi (Instr. 3, 4 | ed of (| (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 | 04/29/2013 | | M | 41,544 | A | \$ 40.09 | 111,456 | D | |
| Common Stock, \$1.00 par value | 04/29/2013 | | S | 29,831 | D | \$ 73.257 | 81,625 | D | |
| Common Stock, | 04/29/2013 | | F | 1,364 | D | \$ 73.27 | 80,261 | D | |

\$1.00 par value

Common Stock. \$1.00 par value

 $7,917.088 \frac{(2)}{}$ 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 Conversion or Exercise Security (Instr. 3) Price of Derivative Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of **Transaction**Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(D) (Instr. 3, 4, and 5)

> Expiration Date Exercisable

Amount Title Number

Code V (A) (D)

Stock **Options**

\$ 40.09 04/29/2013

M

41,544 03/04/2010⁽³⁾ 03/03/2014

Common

41,54 Stock

of Share

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Roualet Mark C. C/O GENERAL DYNAMICS CORPORATION 2941 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042

Executive Vice President

Signatures

Neal Wheeler, by power of attorney

05/01/2013

**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).

Reporting Owners 2

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- (1) Sale prices ranged from \$73.25 to \$73.29. 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.
- (2) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.
- (3) Fifty percent became exercisable on 3/4/2010 and the remaining fifty percent became exercisable on 3/4/2011.

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.