

Marzilli Christopher  
Form 4  
March 07, 2019

**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 \*  
Marzilli Christopher

(Last) (First) (Middle)

C/O GENERAL DYNAMICS  
CORPORATION, 2941 FAIRVIEW  
PARK DRIVE

(Street)

FALLS CHURCH, VA 22042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
GENERAL DYNAMICS CORP  
[GD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V Amount<br>(A)<br>or<br>(D) Price                                  |  |  |   |
| Common<br>Stock                       | 03/05/2019                              |   | A                                       | 3,370<br>(1) \$ 0   | 66,762   | D  |   |
| Common<br>Stock                       | 03/05/2019                              |   | F                                       | 1,520<br>(2) \$ 167.57  | 65,242   | D  |   |
| Common<br>Stock                       | 03/06/2019                              |   | A                                       | 2,385<br>(3) \$ 0   | 67,627   | D  |   |
| Common<br>Stock                       |   |   |   |   | 1,057.187 (4)  | I  | 401(k)<br>Plan  |

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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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Stock<br>Options                                    | \$ 167.61  | 03/06/2019                              |   | A                                    | 20,690   | (5) 03/05/2029   | Common<br>Stock   | 20,690                                 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Marzilli Christopher  
C/O GENERAL DYNAMICS CORPORATION  
2941 FAIRVIEW PARK DRIVE  
FALLS CHURCH, VA 22042

Executive Vice President

## Signatures

L. Neal Wheeler, by Power of  
Attorney

03/07/2019

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 (RSUs) originally granted in 2016. Includes additional units issued upon achievement of the performance criteria, as well as accrued dividend equivalents. No further service-based vesting is required. The RSUs and dividend equivalents are settled in shares of common stock.
- (1) Withholding of shares of Common Stock under General Dynamics Corporation 2012 Equity Compensation Plan to satisfy tax withholding obligations on release of RSUs.
- (2) Represents shares of restricted stock subject to service-based vesting that will be released three years after the grant date.
- (3) Includes share activity under General Dynamics 401(k) plan since date of reporting person's last ownership report.

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(5) Fifty percent become exercisable on 03/06/2021 and the remaining fifty percent become exercisable on 03/06/2022.

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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