

GENERAL DYNAMICS CORP  
Form 8-K  
May 10, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) May 10, 2011 (May 4, 2011)**

**GENERAL DYNAMICS CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction)

**1-3671**  
(Commission)

**13-1673581**  
(IRS Employer)

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of Incorporation)

File Number)

Identification No.)

**2941 Fairview Park Drive, Suite 100, Falls Church, Virginia**  
(Address of Principal Executive Offices)  
**(703) 876-3000**

**22042-4513**  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, If Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d- 2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of the company, for which proxies were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, was held on May 4, 2011.

In an uncontested election, each of the following nominees was elected to the Board of Directors according to the following votes:

|                      | For         | Against    | Abstain   | Broker Non-Votes |
|----------------------|-------------|------------|-----------|------------------|
| Mary T. Barra        | 312,902,792 | 820,533    | 1,038,898 | 25,141,522       |
| Nicholas D. Chabraja | 311,512,220 | 2,284,590  | 965,413   | 25,141,522       |
| James S. Crown       | 291,528,491 | 22,138,029 | 1,095,703 | 25,141,522       |
| William P. Fricks    | 306,769,394 | 6,972,581  | 1,020,248 | 25,141,522       |
| Jay L. Johnson       | 311,179,445 | 2,592,760  | 990,018   | 25,141,522       |
| George A. Joulwan    | 304,807,740 | 8,932,815  | 1,021,668 | 25,141,522       |
| Paul G. Kaminski     | 304,891,116 | 8,865,227  | 1,005,881 | 25,141,522       |
| John M. Keane        | 313,206,755 | 538,843    | 1,016,625 | 25,141,522       |
| Lester L. Lyles      | 311,270,696 | 2,453,422  | 1,038,105 | 25,141,522       |
| William A. Osborn    | 313,042,701 | 688,938    | 1,030,584 | 25,141,522       |
| Robert Walmsley      | 313,164,052 | 582,671    | 1,015,500 | 25,141,522       |

The results of voting on Proposals 2 through 6 (as numbered in the company's 2011 Proxy Statement) were as follows:

Proposal 2. Shareholders approved the selection of KPMG LLP as the company's independent auditors for 2011.

|  | For         | Against   | Abstain | Broker Non-Votes |
|--|-------------|-----------|---------|------------------|
| Approval of KPMG as Independent Auditors | 335,856,670 | 3,060,941 | 986,134 |                  |

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Proposal 3. Shareholders approved, on an advisory basis, the compensation paid to the company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K and contained in the 2011 Proxy Statement, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

|   | For         | Against    | Abstain   | Broker Non-Votes |
|---|-------------|------------|-----------|------------------|
| Advisory Vote on Executive Compensation | 269,993,922 | 40,627,624 | 4,140,677 | 25,141,522       |

Proposal 4. Shareholders recommended, on an advisory basis, that Future Advisory Compensation Votes (as defined in the 2011 Proxy Statement) be held every year.

|  | Every Year  | Every Two Years | Every Three Years | Abstain | Broker Non-votes |
|--|-------------|-----------------|-------------------|---------|------------------|
| Advisory Vote on Frequency of Future Advisory Compensation Votes | 180,256,473 | 1,315,664       | 132,705,042       | 485,045 | 25,141,522       |

The Board of Directors intends, consistent with the above vote, to hold Future Advisory Compensation Votes every year.

Proposal 5. Shareholders rejected a shareholder proposal requesting management review policies related to human rights and to report its findings by December 2011.

|   | For        | Against     | Abstain    | Broker Non-Votes |
|---|------------|-------------|------------|------------------|
| Shareholder Proposal with regard to Human Rights Policy | 55,268,952 | 216,465,262 | 43,028,009 | 25,141,522       |

Proposal 6. Shareholders rejected a shareholder proposal requesting that the board take the steps necessary to amend the company's bylaws and each appropriate governing document to give holders of 10% of the company's outstanding common stock the power to call a special shareholder meeting.

|  | For         | Against     | Abstain   | Broker Non-Votes |
|--|-------------|-------------|-----------|------------------|
| Shareholder Proposal with regard to Special Shareholder Meetings | 121,536,311 | 191,987,702 | 1,238,210 | 25,141,522       |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL DYNAMICS CORPORATION

by /s/ Jason W. Aiken  
Jason W. Aiken

Vice President and Controller

(Authorized Officer and Chief Accounting Officer)

Dated: May 10, 2011