

DEMURO GERARD J
Form 4
January 05, 2012

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEMURO GERARD J

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 DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2012

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

(Street)
FALLS CHURCH, VA 22042

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

(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)
Common Stock, \$1.00 par value	01/03/2012		F ⁽¹⁾	3,005 D	\$ 68.21 146,150 ⁽²⁾	D	
Common Stock, \$1.00 par value					5,615 ⁽³⁾	I	by Wife
Common Stock, \$1.00 par					4,692.9535 ⁽⁴⁾	I	401(k) Plan

value

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 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 Following Report Transaction (Instr. 6)
				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
DEMURO GERARD J C/O GENERAL DYNAMICS 2941 FAIRVIEW PARK DRIVE FALLS CHURCH, VA 22042	Executive Vice President

Signatures

Neal Wheeler, by power of attorney 01/05/2012

**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).
- (1) Withholding of shares of Common Stock under General Dynamics Corporation Equity Compensation Plan to satisfy tax withholding obligations on release of restricted shares.
- (2) Amount of shares Beneficially Owned includes shares previously held by Grantor Retained Annuity Trust (GRAT).
- (3) Amount of shares Beneficially Owned, held indirectly by Wife, include shares previously held by Grantor Retained Annuity Trust (GRAT).

(4) 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.

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.

Interest Payment Dates: November 18 and May 18 of each year, commencing on November 18, 2018

Underlying Treasury: 2.375% due April 30, 2020

Treasury Price / Yield: 99.617 /

2.577%

Spread: 0.45%

Business Days: New York, London

Tax Redemption: Redeemable as described under

Description of Notes

Optional Tax Redemption in the Preliminary Prospectus Supplement.

Preliminary Prospectus Supplement: Preliminary Prospectus Supplement dated May 15, 2018 (the Preliminary Prospectus Supplement,

incorporating the Prospectus dated April 19, 2018 relating to the Notes). If there is any discrepancy or contradiction

between this Final Term Sheet and the Preliminary Prospectus Supplement, this Final Term Sheet shall prevail.

Risk Factors: An investment in the Notes involves risks. See Risk Factors beginning on page S-9 of the Preliminary

Prospectus Supplement.

Joint Bookrunners:

Barclays Capital Inc.

Goldman Sachs & Co. LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Santander Investment Securities Inc.

Standard Chartered Bank

UBS Securities LLC

Settlement:	DTC; Book-entry; Transferable
Expected Rating:*	Moody s: A3 / S&P: A- / Fitch: A-
Expected Listing:	London Stock Exchange
CUSIP:	25243Y AX7
ISIN:	US25243YAX76
Governing Law:	New York law
Selling Restrictions:	See Underwriting beginning on page S-19 of the Preliminary Prospectus Supplement.
Definitions:	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement.

Diageo Capital plc

\$500,000,000 3.500% Notes due 2023

Guaranteed as to the payment of Principal and Interest by

Diageo plc

Final Term Sheet

Issuer:	Diageo Capital plc
Guarantor:	Diageo plc
Notes:	\$500,000,000 3.500% Notes due 2023
Format:	SEC registered
Principal Amount:	\$500,000,000
Net Proceeds (after underwriting discount before expenses):	\$497,735,000
Use of Proceeds:	General corporate purposes
Minimum Denomination:	\$200,000
Day Count:	30/360, Following, Unadjusted
Re-offer Price:	99.777%
Re-offer Yield:	3.547%
Issue Date:	May 18, 2018 (T+3)
Maturity Date:	September 18, 2023
Coupon:	3.500%
Interest Payment Dates:	September 18 and March 18 of each year, commencing on September 18, 2018 (short first coupon payment date)
Underlying Treasury:	2.750% due April 30, 2023
Treasury Price / Yield:	99.234 / 2.917%
Spread:	0.63%
Business Days:	New York, London
Optional Redemption:	Prior to August 18, 2023, the greater of 100% of principal amount or present value at a discount rate of Treasury plus 10 bps.

On or after August 18, 2023, 100% of the principal amount.

Tax Redemption:

Redeemable as described under Description of Notes Optional Tax Redemption in the Preliminary Prospectus Supplement.

Preliminary Prospectus Supplement:

Preliminary Prospectus Supplement dated May 15, 2018 (the Preliminary Prospectus Supplement, incorporating the Prospectus dated April 19, 2018 relating to the Notes). If there is any discrepancy or contradiction between this Final Term Sheet and the Preliminary Prospectus Supplement, this Final Term Sheet shall prevail.

Risk Factors:

An investment in the Notes involves risks. See Risk Factors beginning on page S-9 of the Preliminary Prospectus Supplement.

Joint Bookrunners:	Barclays Capital Inc. Goldman Sachs & Co. LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Santander Investment Securities Inc. Standard Chartered Bank UBS Securities LLC
Settlement:	DTC; Book-entry; Transferable
Expected Rating:*	Moody's: A3 / S&P: A- / Fitch: A-
Expected Listing:	London Stock Exchange
CUSIP:	25243Y AY5
ISIN:	US25243YAY59
Governing Law:	New York law
Selling Restrictions:	See Underwriting beginning on page S-19 of the Preliminary Prospectus Supplement.
Definitions:	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement.

Diageo Capital plc

\$500,000,000 3.875% Notes due 2028

Guaranteed as to the payment of Principal and Interest by

Diageo plc

Final Term Sheet

Issuer:	Diageo Capital plc
Guarantor:	Diageo plc
Notes:	\$500,000,000 3.875% Notes due 2028
Format:	SEC registered
Principal Amount:	\$500,000,000
Net Proceeds (after underwriting discount before expenses):	\$496,505,000
Use of Proceeds:	General corporate purposes
Minimum Denomination:	\$200,000
Day Count:	30/360, Following, Unadjusted
Re-offer Price:	99.631%
Re-offer Yield:	3.920%
Issue Date:	May 18, 2018 (T+3)
Maturity Date:	May 18, 2028
Coupon:	3.875%
Interest Payment Dates:	November 18 and May 18 of each year, commencing on November 18, 2018
Underlying Treasury:	2.875% due May 15, 2028
Treasury Price / Yield:	98.328 / 3.070%
Spread:	0.85%
Business Days:	New York, London
Optional Redemption:	Prior to February 18, 2028, the greater of 100% of principal amount or present value at a discount rate of Treasury plus 15 bps.
	On or after February 18, 2028, 100% of the principal amount.
Tax Redemption:	Redeemable as described under Description of Notes Optional Tax Redemption in the Preliminary Prospectus Supplement.

**Preliminary Prospectus
Supplement:**

Preliminary Prospectus Supplement dated May 15, 2018 (the Preliminary Prospectus Supplement, incorporating the Prospectus dated April 19, 2018 relating to the Notes). If there is any discrepancy or contradiction between this Final Term Sheet and the Preliminary Prospectus Supplement, this Final Term Sheet shall prevail.

Risk Factors:

An investment in the Notes involves risks. See Risk Factors beginning on page S-9 of the Preliminary Prospectus Supplement.

Joint Bookrunners:	Barclays Capital Inc. Goldman Sachs & Co. LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Santander Investment Securities Inc. Standard Chartered Bank UBS Securities LLC
Settlement:	DTC; Book-entry; Transferable
Expected Rating:*	Moody s: A3 / S&P: A- / Fitch: A-
Expected Listing:	London Stock Exchange
CUSIP:	25243Y AZ2
ISIN:	US25243YAZ25
Governing Law:	New York law
Selling Restrictions:	See Underwriting beginning on page S-19 of the Preliminary Prospectus Supplement.
Definitions:	Unless otherwise defined herein, all capitalized terms have the meaning set forth in the Preliminary Prospectus Supplement.

*** A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating organization. Each rating should be evaluated independently of any other rating.**

Diageo has filed a registration statement (including a prospectus) (File No. 333-224340) with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about Diageo and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Diageo or any underwriter participating in the offering will arrange to send you the prospectus if you request it by calling Barclays on 1-888-603-5847; BofA Merrill Lynch on 1-800-294-1322; Goldman Sachs & Co. LLC on 1-866-471-2526; or UBS Securities LLC on 1-888-827-7275.

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