

TEXTRON INC
Form 4
October 23, 2007

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 *
HOWELL MARY L

(Last) (First) (Middle)

**TEXTRON INC., 1111
PENNSYLVANIA AVENUE,
SUITE 400**

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TEXTRON INC [TXT]

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2007

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 VP

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 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	(A) or (D)	Price		
Common Stock	10/19/2007		M		3,176	A	\$ 31.4844	65,586	D
Common Stock	10/19/2007		S		100	D	\$ 67.02	65,486	D
Common Stock	10/19/2007		S		7,384	D	\$ 67.7	58,102	D
Common Stock	10/19/2007		S		700	D	\$ 66.72	57,402	D
Common Stock	10/19/2007		S		600	D	\$ 66.59	56,802	D

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Common Stock	10/19/2007	S	500	D	\$ 66.52	56,302	D
Common Stock	10/19/2007	S	100	D	\$ 66.58	56,202	D
Common Stock	10/19/2007	S	2,900	D	\$ 66.85	53,302	D
Common Stock	10/19/2007	S	1,500	D	\$ 67	51,802	D
Common Stock	10/19/2007	S	100	D	\$ 67.05	51,702	D
Common Stock	10/19/2007	S	100	D	\$ 67.08	51,602	D
Common Stock	10/19/2007	S	100	D	\$ 67.07	51,502	D
Common Stock	10/19/2007	S	100	D	\$ 67.01	51,402	D
Common Stock	10/19/2007	S	100	D	\$ 67.04	51,302	D
Common Stock	10/19/2007	S	100	D	\$ 67.06	51,202	D
Common Stock	10/19/2007	S	100	D	\$ 66.86	51,102	D
Common Stock	10/19/2007	S	400	D	\$ 66.8	50,702	D
Common Stock	10/19/2007	S	484	D	\$ 66.83	50,218	D
Common Stock	10/19/2007	S	6,800	D	\$ 66.5	43,418	D

Common Stock						8,853.873	I	Held on behalf of Reporting Person by the Textron Savings Plan (as of September 30, 2007).
Common Stock						544	I	Held by Reporting Person's son.

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

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(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)	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 31.4844	10/19/2007		M	3,176	12/11/1999 12/10/2007	Common Stock	3,176

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL MARY L TEXTRON INC. 1111 PENNSYLVANIA AVENUE, SUITE 400 WASHINGTON, DC 20004			Executive VP	

Signatures

Ann T. Willaman,
Attorney-in-Fact 10/23/2007

__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) Issued pursuant to the Textron 1994 Long-Term Incentive Plan.

Remarks:

All share numbers and prices have been adjusted to reflect Textron Inc.'s two-for-one Common Stock split which occurred on

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