

TEXTRON INC  
Form 4  
October 23, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
YATES RICHARD L

(Last) (First) (Middle)  
TEXTRON INC., 40  
WESTMINSTER STREET  
(Street)

PROVIDENCE, RI 02903

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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		2,668	A	\$ 37.4687
Common Stock	10/19/2007		F		1,527	D	\$ 65.46 (1)
Common Stock	10/19/2007		M		2,738	A	\$ 36.5156
Common Stock	10/19/2007		F		1,527	D	\$ 65.46 (2)
Common Stock	10/19/2007		M		3,828	A	\$ 26.11

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Common Stock	10/19/2007	F	1,526	D	\$ 65.46 (3)	47,032	D
Common Stock	10/19/2007	M	3,544	A	\$ 28.215	50,576	D
Common Stock	10/19/2007	F	1,527	D	\$ 65.46 (4)	49,049	D

Common Stock						3,543.925	I	Held on behalf of Reporting Person by the Textron Savings Plan (as of September 30, 2007).
Common Stock						189.707	I	Held on behalf of Reporting Person's spouse by the Textron Savings Plan (as of September 30, 2007).

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

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**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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
	\$ 37.4687	10/19/2007		M	2,668	12/10/1999	12/09/2008		2,668



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- (3) The exercise price for 3,828 shares was paid by delivery of 1,526 shares of Textron Inc. Common Stock and \$57.12 cash.
- (4) The exercise price for 3544 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$36.54 cash.
- (5) Issued pursuant to the Textron 1999 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

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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