

UNITED INDUSTRIAL CORP /DE/

Form 4

November 26, 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

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 \*  
TEXTRON INC

2. Issuer Name **and** Ticker or Trading  
Symbol  
UNITED INDUSTRIAL CORP /DE/  
[UIC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

40 WESTMINSTER STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/21/2007

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

PROVIDENCE, RI 02903

(City) (State) (Zip)

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

**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                    | 11/21/2007                           |                                                    | P                              |                                                                   | 33,400                                                                                        | A                                                        | \$ 81                                                 | 8,451,023 <sup>(1)</sup> | D |
| Common Stock                    | 11/21/2007                           |                                                    | P                              |                                                                   | 7,000                                                                                         | A                                                        | \$ 80.99                                              | 8,458,023 <sup>(1)</sup> | D |
| Common Stock                    | 11/21/2007                           |                                                    | P                              |                                                                   | 1,500                                                                                         | A                                                        | \$ 80.98                                              | 8,459,523 <sup>(1)</sup> | D |
| Common Stock                    | 11/23/2007                           |                                                    | P                              |                                                                   | 15,300                                                                                        | A                                                        | \$ 81                                                 | 8,474,823 <sup>(1)</sup> | D |
| Common Stock                    | 11/23/2007                           |                                                    | P                              |                                                                   | 3,400                                                                                         | A                                                        | \$ 80.99                                              | 8,478,223 <sup>(1)</sup> | D |

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Common Stock 11/26/2007 P 10,900 A \$ 80.99 8,565,443 <sup>(1)</sup> <sub>(2)</sub> D

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<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                         |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| TEXTRON INC<br>40 WESTMINSTER STREET<br>PROVIDENCE, RI 02903 | X                                |

## Signatures

/s/ Ann T. Willaman, Assistant Secretary 11/26/2007  
 \*\*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) Marco Acquisition Sub Inc., a Delaware corporation ("Marco") and a wholly owned subsidiary of Textron Inc., is the registered owner of these securities.  
Total includes 76,320 shares previously tendered subject to notices of guaranteed delivery pursuant to the cash tender offer for the
- (2) outstanding shares of UIC common stock that expired on November 13, 2007. These shares have since been delivered and purchased by Marco.

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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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