

TEXTRON INC
Form 4
May 23, 2008

FORM 4

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

OMB APPROVAL

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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)
05/21/2008

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)
Sr. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/21/2008 | | S | 748 | D \$ 63.4215 | 51,727 | D |
| Common Stock | 05/21/2008 | | S | 1,000 | D \$ 63.5 | 50,727 | D |
| Common Stock | 05/21/2008 | | S | 500 | D \$ 63.51 | 50,227 | D |
| Common Stock | 05/21/2008 | | S | 300 | D \$ 63.52 | 49,927 | D |
| Common Stock | 05/21/2008 | | S | 200 | D \$ 63.53 | 49,727 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------------------------|---|---------------------------------------------------|
| Common Stock | 05/21/2008 | S | 100 | D | \$ 63.58 | 49,627 | D | |
| Common Stock | 05/21/2008 | S | 100 | D | \$ 63.59 | 49,527 | D | |
| Common Stock | 05/21/2008 | S | 400 | D | \$ 63.66 | 49,127 | D | |
| Common Stock | 05/21/2008 | S | 1,300 | D | \$ 63.67 | 47,827 | D | |
| Common Stock | 05/21/2008 | S | 1,600 | D | \$ 63.68 | 46,227 | D | |
| Common Stock | 05/21/2008 | S | 200 | D | \$ 63.7 | 46,027 | D | |
| Common Stock | 05/21/2008 | S | 200 | D | \$ 63.72 | 45,827 | D | |
| Common Stock | 05/21/2008 | S | 100 | D | \$ 63.73 | 45,727 | D | |
| Common Stock | 05/21/2008 | S | 500 | D | \$ 63.74 | 45,227 | D | |
| Common Stock | 05/21/2008 | S | 300 | D | \$ 63.75 | 44,927 | D | |
| Common Stock | 05/21/2008 | S | 100 | D | \$ 63.76 | 44,827 | D | |
| Common Stock | 05/21/2008 | S | 400 | D | \$ 63.79 | 44,427 | D | |
| Common Stock | 05/21/2008 | S | 900 | D | \$ 63.8 | 43,527 | D | |
| Common Stock | 05/21/2008 | S | 1,000 | D | \$ 63.81 | 42,527 | D | |
| Common Stock | 05/21/2008 | S | 800 | D | \$ 63.82 | 41,727 | D | |
| Common Stock | 05/21/2008 | S | 1,200 | D | \$ 63.83 | 40,527 | D | |
| Common Stock | 05/21/2008 | S | 400 | D | \$ 63.85 | 40,127 | D | |
| Common Stock | 05/21/2008 | S | 100 | D | \$ 63.88 | 40,035.9436 ⁽¹⁾ | D | |
| Common Stock | | | | | | 3,742.652 | I | Held on behalf of Reporting Person by the Textron |

| | | | | |
|--------------|--|---------|---|-----------------------------------------------------------------------------------------------------------------------------------------|
| Common Stock | | 191.812 | I | Savings Plan (as of April 30, 2008). Held on behalf of Reporting Person's spouse by the Textron Savings Plan (as of April 30, 2008). |
|--------------|--|---------|---|-----------------------------------------------------------------------------------------------------------------------------------------|

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (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 |
| YATES RICHARD L TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903 | | | Sr. VP and Controller | |

Signatures

/s/ Ann T. Willaman,
Attorney-in-Fact

05/21/2008

__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) Includes 8.9436 shares acquired in dividend reinvestment transactions not required to be reported.

Remarks:

All share numbers and related prices have been adjusted to reflect Textron Inc.'s two-for-one Common Stock split which occurred on 05/21/2008.

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.