TEXTRON INC
Form 4
January 10, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRENCH TED R

(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)
01/08/2008

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 and CFO

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	01/08/2008		M		20,000	A	$ 21.5781	148,608	D	
Common Stock	01/08/2008		S(1)		100	D	$ 63.35	148,508	D	
Common Stock	01/08/2008		S(1)		200	D	$ 63.34	148,308	D	
Common Stock	01/08/2008		S(1)		400	D	$ 63.33	147,908	D	
Common Stock	01/08/2008		S(1)		100	D	$ 63.32	147,808	D	

Common Stock	01/08/2008	S[(1)]	800	D	$ 63.3	147,008	D
Common Stock	01/08/2008	S[(1)]	500	D	$ 63.29	146,508	D
Common Stock	01/08/2008	S[(1)]	700	D	$ 63.28	145,808	D
Common Stock	01/08/2008	S[(1)]	2,100	D	$ 63.27	143,708	D
Common Stock	01/08/2008	S[(1)]	900	D	$ 63.26	142,808	D
Common Stock	01/08/2008	S[(1)]	1,000	D	$ 63.25	141,808	D
Common Stock	01/08/2008	S[(1)]	100	D	$ 63.22	141,708	D
Common Stock	01/08/2008	S[(1)]	600	D	$ 63.21	141,108	D
Common Stock	01/08/2008	S[(1)]	100	D	$ 63.12	141,008	D
Common Stock	01/08/2008	S[(1)]	500	D	$ 63.11	140,508	D
Common Stock	01/08/2008	S[(1)]	5,400	D	$ 63.1	135,108	D
Common Stock	01/08/2008	S[(1)]	1,500	D	$ 63.08	133,608	D
Common Stock	01/08/2008	S[(1)]	600	D	$ 63.07	133,008	D
Common Stock	01/08/2008	S[(1)]	500	D	$ 63.05	132,508	D
Common Stock	01/08/2008	S[(1)]	300	D	$ 63.04	132,208	D
Common Stock	01/08/2008	S[(1)]	400	D	$ 63.03	131,808	D
Common Stock	01/08/2008	S[(1)]	200	D	$ 63.02	131,608	D
Common Stock	01/08/2008	S[(1)]	100	D	$ 63.01	131,508	D
Common Stock	01/08/2008	S[(1)]	1,400	D	$ 63	130,108	D
Common Stock	01/08/2008	S[(1)]	100	D	$ 62.99	130,008	D
	01/08/2008	S[(1)]	400	D	$ 62.98	129,608	D

Common Stock									
Common Stock	01/08/2008		S[(1)]	100	D	$ 62.97	129,508	D	
Common Stock	01/08/2008		S[(1)]	900	D	$ 62.95	128,608	D	
Common Stock							2,566.31	I	Held on behalf of Reporting Person by the Textron Savings Plan (as of January 7, 2008).

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	$ 21.5781	01/08/2008		M			20,000	12/22/2001	12/21/2010	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FRENCH TED R
TEXTRON INC.
40 WESTMINSTER STREET
PROVIDENCE, RI 02903

Executive VP and CFO

Signatures

Ann T. Willaman,
Attorney-in-Fact

01/10/2008

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 8, 2007.

(2) Issued pursuant to the Textron 1999 Long-Term Incentive Plan.

Remarks:

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

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