

TEXTRON INC
Form 4
December 04, 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 *
ODONNELL TERRENCE

(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)
12/31/2000

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)
EVP and General Counsel

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 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)	Code	V	Amount	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/31/2000	A	158.854					<u>(2)</u>	<u>(2)</u>	Common Stock	158.854
Phantom Stock	<u>(1)</u>	12/31/2001	A	281.667					<u>(2)</u>	<u>(2)</u>	Common Stock	281.667
Phantom Stock	<u>(1)</u>	12/31/2002 ⁽⁶⁾	A	280.308 <u>(6)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	280.308 <u>(6)</u>
Phantom Stock	<u>(1)</u>	12/31/2003 ⁽⁷⁾	A	130.706 <u>(7)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	130.706 <u>(7)</u>
Phantom Stock	<u>(1)</u>	12/31/2004 ⁽⁸⁾	A	150.603 <u>(8)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	150.603 <u>(8)</u>
Phantom Stock	<u>(1)</u>	12/31/2005 ⁽⁹⁾	A	217.143 <u>(9)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	217.143 <u>(9)</u>
Phantom Stock	<u>(1)</u>	12/31/2006 ⁽¹⁰⁾	A	171.43 <u>(10)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	171.43 <u>(10)</u>
Phantom Stock	<u>(1)</u>	07/31/2007 ⁽¹¹⁾	A	85.766 <u>(11)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	85.766 <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODONNELL TERRENCE TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			EVP and General Counsel	

Signatures

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

12/04/2007

**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) Each share of phantom stock is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (2) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (3) Price per share ranges from \$45.26 to \$66.49.

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- (4) Acquired pursuant to the Supplemental Savings Plan for Textron Key Executives; total includes phantom shares acquired in dividend reinvestment transactions not required to be reported.
- (5) Price per share ranges from \$34.98 to \$57.77.
- Monthly contributions made during FY2002 as follows: 153,345 shares between 1-1-02 and 7-31-02 at prices ranging from \$40.07 to \$50.71 per share; 25,621 shares on 8-31-02 @ \$39.03/share; 27,51 shares on 9-30-02 @ \$36.35/share; 26,567 shares on 10-31-02 @ \$37.64/share; 23,535 shares on 11-30-02 @ \$42.49/share; and 23,73 shares on 12-31-02 @ \$42.14/share.
- (7) Monthly contributions made during FY2003 as follows: 26,754 shares on 1-31-03 @ \$42.05/share; 30,024 shares on 2-28-03 @ \$37.47/share; 35,545 shares on 3-31-03 @ \$31.65/share; and 38,383 shares on 4-30-03 @ \$29.31/share.
- Monthly contributions made during FY2004 as follows: 10,573 shares on 1-31-04 @ \$56.75/share; 9,254 shares on 2-29-04 @ \$55.11/share; 9,499 shares on 3-31-04 @ \$53.69/share; 9,334 shares on 4-30-04 @ \$54.64/share; 9,471 shares on 5-31-04 @ \$53.85/share; 8,87 shares on 6-30-04 @ \$57.50/share; 13,012 shares on 7-31-04 @ \$58.79/share; 16,196 shares on 8-31-04 @ \$62.98/share; 16,162 shares on 9-30-04 @ \$63.11/share; 15,563 shares on 10-31-04 @ \$65.54/share; 14,29 shares on 11-30-04 @ \$71.38/share; and 18,379 shares on 12-31-04 @ \$73.40/share.
- (8) Monthly contributions made during FY2005 as follows: 20,724 shares on 1-31-05 @ \$70.69/share; 18,856 shares on 2-28-05 @ \$75.47/share; 15,746 shares on 3-31-05 @ \$76.94/share; 16,2 shares on 4-30-05 @ \$74.79/share; 15,732 shares on 5-31-05 @ \$77.01/share; 15,816 shares on 6-30-05 @ \$76.60/share; 23,745 shares on 7-31-05 @ \$76.53/share; 16,518 shares on 8-31-05 @ \$73.35/share; 17,352 shares on 9-30-05 @ \$69.82/share; 17,084 shares on 10-31-05 @ \$70.92/share; 15,994 shares on 11-30-05 @ \$75.75/share; and 23,376 shares on 12-31-05 @ \$77.74/share.
- (9) Monthly contributions made during FY2006 as follows: 14,93 shares on 1-31-06 @ \$78.57/share; 13,824 shares on 2-28-06 @ \$84.86/share; 12,848 shares on 3-31-06 @ \$91.30/share; 12,776 shares on 4-30-06 @ \$91.82/share; 12,54 shares on 5-31-06 @ \$93.55/share; 19,962 shares on 6-30-06 @ \$88.15/share; 13,008 shares on 7-31-06 @ \$90.18/share; 13,370 shares on 8-31-06 @ \$87.74/share; 13,998 shares on 9-30-06 @ \$83.80/share; 13,026 shares on 10-31-06 @ \$90.06/share; 12,632 shares on 11-30-06 @ \$92.87/share; and 18,516 shares on 12-31-06 @ \$95.04/share.
- (10) Monthly contributions made between January and July 2007 as follows: 12,168 shares on 1-31-07 @ \$94.83/share; 12,05 shares on 2-28-07 @ \$95.76/share; 12,764 shares on 3-31-07 @ \$90.40/share; 11,93 shares on 4-30-07 @ \$96.72/share; 11,05 shares on 5-31-07 @ \$104.42/share; 15,888 shares on 6-30-07 @ \$108.94/share; and 9,916 shares on 7-31-07 @ \$116.36/share.
- (11)

Remarks:

The numbers of shares and share prices reported hereby have not been adjusted to reflect Textron Inc.'s two-for-one Common

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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