

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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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	45,046	D	
Common Stock	10/19/2007		F	1,527 D \$ 65.46 (1)	43,519	D	
Common Stock	10/19/2007		M	2,738 A \$ 36.5156	46,257	D	
Common Stock	10/19/2007		F	1,527 D \$ 65.46 (2)	44,730	D	
Common Stock	10/19/2007		M	3,828 A \$ 26.11	48,558	D	

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

Employee stock option (right to buy)								Common Stock	
Employee stock option (right to buy)	\$ 36.5156	10/19/2007	M	2,738	12/15/2000	12/14/2009		Common Stock	2,738
Employee stock option (right to buy)	\$ 26.11	10/19/2007	M	2,000	03/01/2002	02/28/2011		Common Stock	2,000
Employee stock option (right to buy)	\$ 26.11	10/19/2007	M	1,828	03/01/2003	02/28/2011		Common Stock	1,828
Employee stock option (right to buy)	\$ 28.215	10/19/2007	M	3,544	02/12/2005	02/11/2014		Common Stock	3,544

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YATES RICHARD L TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			Senior VP and Controller	

Signatures

Ann T. Willaman,
Attorney-in-Fact

10/23/2007

**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) The exercise price for 2,668 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$9.21 cash.
- (2) The exercise price for 2,738 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$22.36 cash.

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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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