

TEXTRON INC
Form 4
October 24, 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 *
Bohlen Kenneth C

(Last) (First) (Middle)

TEXTRON INC., 2301 EAGLE PARKWAY, SUITE 250

(Street)

FORT WORTH, TX 76177

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TEXTRON INC [TXT]

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2007

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)
Executive Vice President

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 | 10/22/2007 | | M | | 10,360 A \$ 22.7813 | 57,144 | D |
| Common Stock | 10/22/2007 | | M | | 11,456 A \$ 28.215 | 68,600 | D |
| Common Stock | 10/22/2007 | | S | | 10,690 D \$ 66 | 57,910 | D |
| Common Stock | 10/22/2007 | | S | | 3,700 D \$ 66.01 | 54,210 | D |
| Common Stock | 10/22/2007 | | S | | 1,500 D \$ 66.011 | 52,710 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 10/22/2007 | S | 4,510 | D | \$ 66.02 | 48,200 | D |
| Common Stock | 10/22/2007 | S | 1,100 | D | \$ 66.021 | 47,100 | D |
| Common Stock | 10/22/2007 | S | 100 | D | \$ 66.03 | 47,000 | D |
| Common Stock | 10/22/2007 | S | 116 | D | \$ 66.031 | 46,814 | D |
| Common Stock | 10/22/2007 | S | 100 | D | \$ 66.041 | 46,784 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|-----------|---|--|
| Common Stock | | | | | | 9,038.565 | I | Held on behalf of the Reporting Person 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.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option - Right to Buy | \$ 22.7813 | 10/22/2007 | | M | 10,360 | 12/13/2001 | 12/12/2010 | Common Stock | 10,360 |
| | \$ 28.215 | 10/22/2007 | | M | 11,456 | 02/12/2005 | 02/11/2014 | | 11,456 |

Employee
 Stock
 Option -
 Right to
 Buy

Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bohlen Kenneth C TEXTRON INC. 2301 EAGLE PARKWAY, SUITE 250 FORT WORTH, TX 76177 | | | Executive Vice President | |

Signatures

Ann T. Willaman,
 Attorney-in-Fact

10/24/2007

__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) 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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