

TEXTRON INC  
Form 4  
April 30, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
CAMPBELL LEWIS B

(Last) (First) (Middle)  
TEXTRON INC., 40  
WESTMINSTER STREET  
(Street)

PROVIDENCE 02903

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2008

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)  
Chairman, President and CEO

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                    | 04/28/2008                           |  | M                              |   | 145,614   | A  | \$ 22.7812  |
|                                 |                                      |  |                                |   |   |  | 513,989.3192<br>(1)                                   |
| Common Stock                    | 04/28/2008                           |  | M                              |   | 147,262   | A  | \$ 36.5156  |
|                                 |                                      |  |                                |   |   |  | 661,251.3192<br>(1)                                   |
| Common Stock                    | 04/28/2008                           |  | M                              |   | 81,254  | A  | \$ 36.3906  |
|                                 |                                      |  |                                |   |   |  | 742,505.3192<br>(1)                                   |
| Common Stock                    | 04/28/2008                           |  | M                              |   | 200,000   | A  | \$ 37.4687  |
|                                 |                                      |  |                                |   |   |  | 942,505.3192<br>(1)                                   |
| Common Stock                    | 04/28/2008                           |  | S                              |   | 3,605   | D  | \$ 60.5   |
|                                 |                                      |  |                                |   |   |  | 938,900.3192<br>(1)                                   |

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|              |            |   |       |   |            |                            |   |
|--------------|------------|---|-------|---|------------|----------------------------|---|
| Common Stock | 04/28/2008 | S | 100   | D | \$ 60.505  | <u>938,800.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 100   | D | \$ 60.507  | <u>938,700.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 1,695 | D | \$ 60.51   | <u>937,005.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 300   | D | \$ 60.52   | <u>936,705.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 200   | D | \$ 60.525  | <u>936,505.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 100   | D | \$ 60.5275 | <u>936,405.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 1,200 | D | \$ 60.53   | <u>935,205.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 1,100 | D | \$ 60.535  | <u>934,105.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 200   | D | \$ 60.54   | <u>933,905.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 2,500 | D | \$ 60.55   | <u>931,405.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 501   | D | \$ 60.56   | <u>930,904.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 400   | D | \$ 60.57   | <u>930,504.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 200   | D | \$ 60.58   | <u>930,304.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 1,900 | D | \$ 60.59   | <u>928,404.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 1,100 | D | \$ 60.6    | <u>927,304.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 150   | D | \$ 60.605  | <u>927,154.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 1,200 | D | \$ 60.61   | <u>925,954.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 1,042 | D | \$ 60.62   | <u>924,912.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 1,172 | D | \$ 60.63   | <u>923,740.3192</u><br>(1) | D |
| Common Stock | 04/28/2008 | S | 3,800 | D | \$ 60.64   | <u>919,940.3192</u><br>(1) | D |
|              | 04/28/2008 | S | 1,025 | D | \$ 60.65   |                            | D |

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|              |            |   |       |   |            |              |   |
|--------------|------------|---|-------|---|------------|--------------|---|
| Common Stock |            |   |       |   |            | 918,915.3192 |   |
|              |            |   |       |   |            | <u>(1)</u>   |   |
| Common Stock | 04/28/2008 | S | 2,855 | D | \$ 60.66   | 916,060.3192 | D |
|              |            |   |       |   |            | <u>(1)</u>   |   |
| Common Stock | 04/28/2008 | S | 100   | D | \$ 60.6675 | 915,960.3192 | D |
|              |            |   |       |   |            | <u>(1)</u>   |   |
| Common Stock | 04/28/2008 | S | 400   | D | \$ 60.68   | 915,560.3192 | D |
|              |            |   |       |   |            | <u>(1)</u>   |   |
| Common Stock | 04/28/2008 | S | 700   | D | \$ 60.69   | 914,860.3192 | D |
|              |            |   |       |   |            | <u>(1)</u>   |   |

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 (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 Number Shares |
| Employee Stock Option (right to buy)       | \$ 22.7812   | 04/28/2008                           |  | M                              | 70,614  | 12/13/2001   | 12/12/2010      | Common Stock  | 70,614               |
| Employee Stock Option (right to buy)       | \$ 22.7812   | 04/28/2008                           |  | M                              | 75,000  | 12/13/2002   | 12/13/2010      | Common Stock  | 75,000               |
| Employee Stock Option (right to buy)       | \$ 36.5156   | 04/28/2008                           |  | M                              | 75,000  | 12/15/2000   | 12/14/2001      | Common Stock  | 75,000               |
| Employee Stock                             | \$ 36.5156   | 04/28/2008                           |  | M                              | 72,262  | 12/15/2001   | 12/14/2009      | Common Stock  | 72,262               |

Option  
(right to  
buy)

Employee  
Stock

Option \$ 36.3906 04/28/2008  
(right to  
buy)

M

42,000 07/01/1999 06/30/2008

Common  
Stock

42,000

Employee  
Stock

Option \$ 36.3906 04/28/2008  
(right to  
buy)

M

39,254 07/01/2000 06/30/2008

Common  
Stock

39,254

Employee  
Stock

Option \$ 37.4687 04/28/2008  
(right to  
buy)

M

100,000 12/10/1999 12/09/2008

Common  
Stock

100,000

Employee  
Stock

Option \$ 37.4687 04/28/2008  
(right to  
buy)

M

100,000 12/10/2000 12/09/2008

Common  
Stock

100,000

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| CAMPBELL LEWIS B<br>TEXTRON INC.<br>40 WESTMINSTER STREET<br>PROVIDENCE 02903 | X             |           | Chairman,<br>President and<br>CEO |       |

## Signatures

Ann T. Willaman,  
Attorney-in-Fact 04/30/2008

\*\*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 30,601.352 shares acquired pursuant to a dividend reinvestment feature of Reporting Person's Retention Award.

### Remarks:

Remarks:

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Filing 1 of 6. Related transactions effected by Reporting Person on April 28, 2008 are reported on additional Forms 4 filed on

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

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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