

TEXTRON INC
Form 4
March 02, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
09/29/2006

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 Ownership (Instr. 4)
Common Stock	02/12/2007		F	608 ⁽¹⁾ D	\$ 96.285 21,629	D	Held on behalf of Reporting Person by the Textron Savings Plan (as of 12/31/2006).
Common Stock					4,174.981	I	

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.

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)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0 ⁽²⁾	09/29/2006		A		371.548		⁽³⁾	⁽³⁾	Common Stock	371.548
Deferred Stock Units	\$ 0 ⁽²⁾	10/31/2006		A		105.707		⁽³⁾	⁽²⁾	Common Stock	105.707
Deferred Stock Units	\$ 0 ⁽²⁾	11/30/2006		A		102.509		⁽³⁾	⁽³⁾	Common Stock	102.509
Deferred Stock Units	\$ 0 ⁽²⁾	12/29/2006		A		380.204		⁽³⁾	⁽³⁾	Common Stock	380.204
Deferred Stock Units	\$ 0 ⁽²⁾	01/31/2007		A		100.39		⁽³⁾	⁽³⁾	Common Stock	100.39
Deferred Stock Units	\$ 0 ⁽²⁾	02/09/2007		A		1,299.715		⁽³⁾	⁽³⁾	Common Stock	1,299.715
Deferred Stock Units	\$ 0 ⁽²⁾	02/28/2007		A		228.738		⁽³⁾	⁽³⁾	Common Stock	228.738

Reporting Owners

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

FORT WORTH, TX 76177

Signatures

By: Ann T. Willaman,
Attorney-in-Fact

03/02/2007

____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) These shares were included on Reporting Person's Form 4 filed on 2/20/2007.
- (2) Converts to Common Stock on a 1-for-1 basis.
- (3) Payable upon the conclusion of Reporting Person's employment with Textron.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.