

TEXTRON INC
Form 4
July 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 *
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)
07/20/2007

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)
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 or Price		
Common Stock	07/20/2007		M		43,000 A \$ 62.9688	212,327.1456 (1)	D
Common Stock	07/20/2007		S		100 D \$ 122.95	212,227.1456 (1)	D
Common Stock	07/20/2007		S		100 D \$ 122.94	212,127.1456 (1)	D
Common Stock	07/20/2007		S		200 D \$ 122.93	211,927.1456 (1)	D
Common Stock	07/20/2007		S		300 D \$ 122.91	211,627.1456 (1)	D

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Common Stock	07/20/2007	S	700	D	\$ 122.9	210,927.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	500	D	\$ 122.89	210,427.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	600	D	\$ 122.88	209,827.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	200	D	\$ 122.87	209,627.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	200	D	\$ 122.86	209,427.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	400	D	\$ 122.85	209,027.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	400	D	\$ 122.84	208,627.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	79	D	\$ 122.83	208,548.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	300	D	\$ 122.82	208,248.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	800	D	\$ 122.81	207,448.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	100	D	\$ 122.78	207,348.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	200	D	\$ 122.71	207,148.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	100	D	\$ 122.69	207,048.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	100	D	\$ 122.68	206,948.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	400	D	\$ 122.65	206,548.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	100	D	\$ 122.64	206,448.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	300	D	\$ 122.62	206,148.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	100	D	\$ 122.57	206,048.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	200	D	\$ 122.51	205,848.1456 <u>(1)</u>	D
Common Stock	07/20/2007	S	300	D	\$ 122.49	205,548.1456 <u>(1)</u>	D
	07/20/2007	S	400	D	\$ 122.47		D

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Common Stock						205,148.1456 (1)	
Common Stock	07/20/2007	S	200	D	\$ 122.45	204,948.1456 (1)	D
Common Stock	07/20/2007	S	400	D	\$ 122.44	204,548.1456 (1)	D
Common Stock	07/20/2007	S	500	D	\$ 122.42	204,048.1456 (1)	D
Common Stock	07/20/2007	S	600	D	\$ 122.41	203,448.1456 (1)	D

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

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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)	\$ 62.9688	07/20/2007		M	21,500	12/11/1998 12/10/2007	Common Stock 21,500
Employee Stock Option (right to buy)	\$ 62.9688	07/20/2007		M	21,500	12/11/1999 12/10/2007	Common Stock 21,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAMPBELL LEWIS B
TEXTRON INC.
40 WESTMINSTER STREET
PROVIDENCE 02903

X

Chairman,
President and
CEO

Signatures

Ann T. Willaman,
Attorney-in-Fact

07/24/2007

 **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) Includes 14,450.162 shares acquired pursuant to a dividend reinvestment feature of Reporting Person's Retention Award.
 - (2) Issued pursuant to the Textron 1994 Long-Term Incentive Plan.

Remarks:

Remarks:

Form 4 filing - 1 of 3. Related transactions effected by Reporting Person on July 20, 2007 are reported on additional Forms 4

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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