

TEXTRON INC
Form 4
December 04, 2007

FORM 4

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

OMB APPROVAL

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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 *
FRENCH TED R

(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)
12/31/2001

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 VP and CFO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)	12/31/2001	A		396.584		(2)	(2)	Common Stock	396.584
Phantom Stock	(1)	12/31/2002	A		428.634 (5)		(2)	(2)	Common Stock	428.634 (5)
Phantom Stock	(1)	12/31/2003	A		217.843 (6)		(2)	(2)	Common Stock	217.843 (6)
Phantom Stock	(1)	12/31/2004	A		253.046 (7)		(2)	(2)	Common Stock	253.046 (7)
Phantom Stock	(1)	12/31/2005	A		327.663 (8)		(2)	(2)	Common Stock	327.663 (8)
Phantom Stock	(1)	12/31/2006	A		269.791 (9)		(2)	(2)	Common Stock	269.791 (9)
Phantom Stock	(1)	07/31/2007	A		135.793 (10)		(2)	(2)	Common Stock	135.793 (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRENCH TED R TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			Executive VP and CFO	

Signatures

/s/ Ann T. Willaman, 12/04/2007
Attorney-in-Fact

__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) Each share of phantom stock is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (2) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (3) Price per share ranges from \$34.98 to \$57.77.
- (4) Acquired pursuant to the Supplemental Savings Plan for Textron Key Executives; total includes phantom shares acquired in dividend reinvestment transactions not required to be reported.

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- (5) Monthly contributions made during FY2002 as follows: 223,729 shares between 1-1-02 and 7-31-02 at prices ranging from \$40.07 to \$50.71 per share; 37,382 shares on 8-31-02 @ \$39.03/share; 40,138 shares on 9-30-02 @ \$36.35/share; 38,762 shares on 10-31-02 @ \$37.64/share; 44,128 shares on 11-30-02 @ \$42.49/share; and 44,495 shares on 12-31-02 @ \$42.14/share.
- (6) Monthly contributions made during FY2003 as follows: 44.59 shares on 1-31-03 @ \$42.05/share; 50.04 shares on 2-28-03 @ \$37.47/share; 59,242 shares on 3-31-03 @ \$31.65/share; and 63,971 shares on 4-30-03 @ \$29.31/share.
- Monthly contributions made during FY2004 as follows: 17,286 shares on 1-31-04 @ \$56.75/share; 15,533 shares on 2-29-04 @ \$55.11/share; 15,943 shares on 3-31-04 @ \$53.69/share; 15,666 shares on 4-30-04 @ \$54.64/share; 15,896 shares on 5-31-04 @ \$53.85/share; 14,887 shares on 6-30-04 @ \$57.50/share; 21,84 shares on 7-31-04 @ \$58.79/share; 27,183 shares on 8-31-04 @ \$62.98/share; 27,127 shares on 9-30-04 @ \$63.11/share; 26,121 shares on 10-31-04 @ \$65.54/share; 23,984 shares on 11-30-04 @ \$71.38/share; and 31,58 shares on 12-31-04 @ \$73.40/share.
- (7) Monthly contributions made during FY2005 as follows: 23,935 shares on 1-31-05 @ \$70.69/share; 27,518 shares on 2-28-05 @ \$75.47/share; 24,494 shares on 3-31-05 @ \$76.94/share; 25,198 shares on 4-30-05 @ \$74.79/share; 24,472 shares on 5-31-05 @ \$77.01/share; 24,604 shares on 6-30-05 @ \$76.60/share; 36,939 shares on 7-31-05 @ \$76.53/share; 25,694 shares on 8-31-05 @ \$73.35/share; 26,992 shares on 9-30-05 @ \$69.82/share; 26,574 shares on 10-31-05 @ \$70.92/share; 24,88 shares on 11-30-05 @ \$75.75/share; and 36,363 shares on 12-31-05 @ \$77.74/share.
- (8) Monthly contributions made during FY2006 as follows: 23,498 shares on 1-31-06 @ \$78.57/share; 21,756 shares on 2-28-06 @ \$84.86/share; 20,22 shares on 3-31-06 @ \$91.30/share; 20,106 shares on 4-30-06 @ \$91.82/share; 19,734 shares on 5-31-06 @ \$93.55/share; 31,416 shares on 6-30-06 @ \$88.15/share; 20,472 shares on 7-31-06 @ \$90.18/share; 21,042 shares on 8-31-06 @ \$87.74/share; 22,03 shares on 9-30-06 @ \$83.80/share; 20,5 shares on 10-31-06 @ \$90.06/share; 19,878 shares on 11-30-06 @ \$92.87/share; and 29,139 shares on 12-31-06 @ \$95.04/share.
- (9) Monthly contributions made between January and July 2007 as follows: 19,266 shares on 1-31-07 @ \$94.83/share; 19,078 shares on 2-28-07 @ \$95.76/share; 20,21 shares on 3-31-07 @ \$90.40/share; 18,888 shares on 4-30-07 @ \$96.72/share; 17,496 shares on 5-31-07 @ \$104.42/share; 25,155 shares on 6-30-07 @ \$108.94/share; and 15.7 shares on 7-31-07 @ \$116.36/share.
- (10)

Remarks:

The numbers of shares and share prices reported hereby have not been adjusted to reflect Textron Inc.'s two-for-one Common

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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