

TEXTRON INC
Form 4
October 23, 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

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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 *
YATES RICHARD L

(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)
10/19/2007

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)
Senior VP and Controller

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 | 10/19/2007 | | M | | 2,668 | A | \$ 37.4687 |
| Common Stock | 10/19/2007 | | F | | 1,527 | D | \$ 65.46 (1) |
| Common Stock | 10/19/2007 | | M | | 2,738 | A | \$ 36.5156 |
| Common Stock | 10/19/2007 | | F | | 1,527 | D | \$ 65.46 (2) |
| Common Stock | 10/19/2007 | | M | | 3,828 | A | \$ 26.11 |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------------|--------|---|
| Common Stock | 10/19/2007 | F | 1,526 | D | \$ 65.46 (3) | 47,032 | D |
| Common Stock | 10/19/2007 | M | 3,544 | A | \$ 28.215 | 50,576 | D |
| Common Stock | 10/19/2007 | F | 1,527 | D | \$ 65.46 (4) | 49,049 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|-----------|---|---|
| Common Stock | | | | | | 3,543.925 | I | Held on behalf of Reporting Person by the Textron Savings Plan (as of September 30, 2007). |
| Common Stock | | | | | | 189.707 | I | Held on behalf of Reporting Person's spouse 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.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| | \$ 37.4687 | 10/19/2007 | | M | 2,668 | 12/10/1999 | 12/09/2008 | | 2,668 |

| Employee stock option (right to buy) | | | | | | | | Common Stock | |
|--------------------------------------|------------|------------|---|-------|------------|------------|--|--------------|-------|
| Employee stock option (right to buy) | \$ 36.5156 | 10/19/2007 | M | 2,738 | 12/15/2000 | 12/14/2009 | | Common Stock | 2,738 |
| Employee stock option (right to buy) | \$ 26.11 | 10/19/2007 | M | 2,000 | 03/01/2002 | 02/28/2011 | | Common Stock | 2,000 |
| Employee stock option (right to buy) | \$ 26.11 | 10/19/2007 | M | 1,828 | 03/01/2003 | 02/28/2011 | | Common Stock | 1,828 |
| Employee stock option (right to buy) | \$ 28.215 | 10/19/2007 | M | 3,544 | 02/12/2005 | 02/11/2014 | | Common Stock | 3,544 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YATES RICHARD L TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903 | | | Senior VP and Controller | |

Signatures

Ann T. Willaman,
Attorney-in-Fact

10/23/2007

**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) The exercise price for 2,668 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$9.21 cash.
- (2) The exercise price for 2,738 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$22.36 cash.

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- (3) The exercise price for 3,828 shares was paid by delivery of 1,526 shares of Textron Inc. Common Stock and \$57.12 cash.
- (4) The exercise price for 3544 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$36.54 cash.
- (5) 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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