**TEXTRON INC** Form 4

February 01, 2008

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FRENCH TED R			2. Issuer Name <b>and</b> Ticker or Trading Symbol TEXTRON INC [TXT]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
TEXTRON INC., 40			01/30/2008	_X_ Officer (give title Other (specify		
WESTMINSTER STREET				below) below) Executive VP and CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
PROVIDENCE, RI 02903				Form filed by More than One Reportin Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqu	uired, Disposed o	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/30/2008		M	8,000 (1)	A	\$ 0	136,608	D	
Common Stock	01/30/2008		D	8,000 (1)	D	\$ 54.352	128,608	D	
Common Stock							2,591.472	I	Held on behalf of Reporting Person by the Textron Savings Plan (as of

January 25,

2008).

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)	Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration Da (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 (2)	01/30/2008	M	8,000	(3)	(3)	Common	8,000	\$

## **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**

Ann T. Willaman, Attorney-in-Fact 02/01/2008

\*\*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) Reflects cash payout of 8,000 units of phantom stock payable in cash only.
- (2) Converts to the cash equivalent of Textron Common Stock on a 1-for-1 basis.
- (3) The phantom stock vests in three equal installments on January 15, 2006, January 15, 2007 and January 15, 2008. The phantom stock is payable in cash only. Calculation of the per share price is based on an average of the closing price of Textron Common Stock on the first

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ten trading days following the vesting date.

#### **Remarks:**

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