

TEXTRON INC  
Form 4  
May 23, 2008

**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 \*  
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)  
05/21/2008

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)  
Sr. 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	(D)	Price
Common Stock	05/21/2008		S		748	D	\$ 63.4215
Common Stock	05/21/2008		S		1,000	D	\$ 63.5
Common Stock	05/21/2008		S		500	D	\$ 63.51
Common Stock	05/21/2008		S		300	D	\$ 63.52
Common Stock	05/21/2008		S		200	D	\$ 63.53
							51,727
							50,727
							50,227
							49,927
							49,727

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Common Stock	05/21/2008	S	100	D	\$ 63.58	49,627	D	
Common Stock	05/21/2008	S	100	D	\$ 63.59	49,527	D	
Common Stock	05/21/2008	S	400	D	\$ 63.66	49,127	D	
Common Stock	05/21/2008	S	1,300	D	\$ 63.67	47,827	D	
Common Stock	05/21/2008	S	1,600	D	\$ 63.68	46,227	D	
Common Stock	05/21/2008	S	200	D	\$ 63.7	46,027	D	
Common Stock	05/21/2008	S	200	D	\$ 63.72	45,827	D	
Common Stock	05/21/2008	S	100	D	\$ 63.73	45,727	D	
Common Stock	05/21/2008	S	500	D	\$ 63.74	45,227	D	
Common Stock	05/21/2008	S	300	D	\$ 63.75	44,927	D	
Common Stock	05/21/2008	S	100	D	\$ 63.76	44,827	D	
Common Stock	05/21/2008	S	400	D	\$ 63.79	44,427	D	
Common Stock	05/21/2008	S	900	D	\$ 63.8	43,527	D	
Common Stock	05/21/2008	S	1,000	D	\$ 63.81	42,527	D	
Common Stock	05/21/2008	S	800	D	\$ 63.82	41,727	D	
Common Stock	05/21/2008	S	1,200	D	\$ 63.83	40,527	D	
Common Stock	05/21/2008	S	400	D	\$ 63.85	40,127	D	
Common Stock	05/21/2008	S	100	D	\$ 63.88	40,035.9436 <sup>(1)</sup>	D	
Common Stock						3,742.652	I	Held on behalf of Reporting Person by the Textron

Common Stock		191.812	I	Savings Plan (as of April 30, 2008). Held on behalf of Reporting Person's spouse by the Textron Savings Plan (as of April 30, 2008).
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

/s/ Ann T. Willaman,  
Attorney-in-Fact

05/21/2008

\_\_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) Includes 8.9436 shares acquired in dividend reinvestment transactions not required to be reported.

### Remarks:

All share numbers and related prices have been adjusted to reflect Textron Inc.'s two-for-one Common Stock split which occurred on 05/21/2008.

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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