

TEXTRON INC

Form 4

December 04, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUTLER JOHN D

(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)

12/31/1999

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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

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	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. S

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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	<u>(1)</u>	12/31/1999	A		164.401		<u>(2)</u>	<u>(2)</u>	Common Stock	164.401	
Phantom Stock	<u>(1)</u>	12/31/2000	A		242.111		<u>(2)</u>	<u>(2)</u>	Common Stock	242.111	
Phantom Stock	<u>(1)</u>	12/31/2001	A		302.696		<u>(2)</u>	<u>(2)</u>	Common Stock	302.696	
Phantom Stock	<u>(1)</u>	12/31/2002	A		303.856 <u>(7)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	303.856 <u>(7)</u>	
Phantom Stock	<u>(1)</u>	12/31/2003	A		135.586 <u>(8)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	135.586 <u>(8)</u>	
Phantom Stock	<u>(1)</u>	12/31/2004	A		156.249 <u>(9)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	156.249 <u>(9)</u>	
Phantom Stock	<u>(1)</u>	12/31/2005	A		233.89 <u>(10)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	233.89 <u>(10)</u>	
Phantom Stock	<u>(1)</u>	12/31/2006	A		191.099 <u>(11)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	191.099 <u>(11)</u>	
Phantom Stock	<u>(1)</u>	07/31/2007	A		95.774 <u>(12)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	95.774 <u>(12)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUTLER JOHN D TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			Executive VP	

Signatures

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

12/04/2007

__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) Each share of phantom stock is valued based upon the value of one (1) share of Textron Inc. Common Stock.

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- (2) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (3) Price per share ranges from \$72.40 to \$92.24.
- (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.
- (5) Price per share ranges from \$45.26 to \$66.49.
- (6) Price per share ranges from \$34.98 to \$57.77.
- Monthly contributions made during FY2002 as follows: 166.226 shares between 1-1-02 and 7-31-02 at prices ranging from \$40.07 to \$50.71 per share; 27.774 shares on 8-31-02 @ \$39.03/share; 29.821 shares on 9-30-02 @ \$36.35/share; 28.799 shares on 10-31-02 @ \$37.64/share; 25.512 shares on 11-30-02 @ \$42.49/share; and 25.724 shares on 12-31-02 @ \$42.14/share.
- (7) Monthly contributions made during FY2003 as follows: 27.753 shares on 1-31-03 @ \$42.05/share; 31.145 shares on 2-28-03 @ \$37.47/share; 36.872 shares on 3-31-03 @ \$31.65/share; and 39.816 shares on 4-30-03 @ \$29.31 per share.
- Monthly contributions made during FY2004 as follows: 10.943 shares on 1-31-04 @ \$56.75/share; 9.599 shares on 2-29-04 @ \$55.11/share; 9.853 shares on 3-31-04 @ \$53.69/share; 9.682 shares on 4-30-04 @ \$54.64/share; 9.824 shares on 5-31-04 @ \$53.85/share; 9.2 shares on 6-30-04 @ \$57.50/share; 13.506 shares on 7-31-04 @ \$58.79/share; 16.799 shares on 8-31-04 @ \$62.98/share; 16.764 shares on 9-30-04 @ \$63.11/share; 16.143 shares on 10-31-04 @ \$65.54/share; 14.822 shares on 11-30-04 @ \$71.38/share; and 19.114 shares on 12-31-04 @ \$73.40/share.
- (8) Monthly contributions made during FY2005 as follows: 14.684 shares on 1-31-05 @ \$70.69/share; 21.911 shares on 2-28-05 @ \$75.47/share; 17.496 shares on 3-31-05 @ \$76.94/share; 18 shares on 4-30-05 @ \$74.79/share; 17.48 shares on 5-31-05 @ \$77.01/share; 17.574 shares on 6-30-05 @ \$76.60/share; 26.385 shares on 7-31-05 @ \$76.53/share; 18.352 shares on 8-31-05 @ \$73.35/share; 19.28 shares on 9-30-05 @ \$69.82/share; 18.982 shares on 10-31-05 @ \$70.92/share; 17.772 shares on 11-30-05 @ \$75.75/share; and 25.974 shares on 12-31-05 @ \$77.74/share.
- (10) Monthly contributions made during FY2006 as follows: 16.644 shares on 1-31-06 @ \$78.57/share; 15.41 shares on 2-28-06 @ \$84.86/share; 14.324 shares on 3-31-06 @ \$91.30/share; 14.242 shares on 4-30-06 @ \$91.82/share; 13.978 shares on 5-31-06 @ \$93.55/share; 22.251 shares on 6-30-06 @ \$88.15/share; 14.5 shares on 7-31-06 @ \$90.18/share; 14.904 shares on 8-31-06 @ \$87.74/share; 15.606 shares on 9-30-06 @ \$83.80/share; 14.52 shares on 10-31-06 @ \$90.06/share; 14.08 shares on 11-30-06 @ \$92.87/share; and 20.64 shares on 12-31-06 @ \$95.04/share.
- (11) Monthly contributions made between January and July 2007 as follows: 13.588 shares on 1-31-07 @ \$94.83/share; 13.456 shares on 2-28-07 @ \$95.76/share; 14.252 shares on 3-31-07 @ \$90.40/share; 13.322 shares on 4-30-07 @ \$96.72/share; 12.34 shares on 5-31-07 @ \$104.42/share; 17.742 shares on 6-30-07 @ \$108.94/share; and 11.074 shares on 7-31-07 @ \$116.36/share.
- (12)

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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