

CAMPBELL LEWIS B  
Form 4  
June 07, 2006

**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

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 \*  
CAMPBELL LEWIS B

(Last) (First) (Middle)  
WESTMINSTER STREET  
(Street)

PROVIDENCE 02903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TEXTRON INC [TXT]

3. Date of Earliest Transaction (Month/Day/Year)  
06/05/2006

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)  
Chairman, President and CEO

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                    | 06/05/2006                           |  | M                              |   | 61,822  | A  | \$ 45.875   |
|                                 |                                      |  |                                |   |   |  | 243,101.0876<br><u>(1)</u>                            |
| Common Stock                    | 06/05/2006                           |  | M                              |   | 147,558   | A  | \$ 40.95  |
|                                 |                                      |  |                                |   |   |  | 390,659.0876<br><u>(1)</u>                            |
| Common Stock                    | 06/05/2006                           |  | S                              |   | 209,380   | D  | \$ 91.0422<br><u>(2)</u>                              |
|                                 |                                      |  |                                |   |   |  | 181,279.0876<br><u>(1)</u>                            |
| Common Stock                    |                                      |  |                                |   |   |  | 8,778.811   |
|                                 |                                      |  |                                |   |   | I  | Held on behalf of Reporting Person by                 |

Textron Savings Plan (as of March 31, 2006).

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 45.875  | 06/05/2006                           |  | M                              | 32,000  | 12/12/1997 12/11/2006                                    | Common Stock 32,000   |
| Employee Stock Option (right to buy)       | \$ 45.875  | 06/05/2006                           |  | M                              | 29,822  | 12/12/1998 12/11/2006                                    | Common Stock 29,822   |
| Employee Stock Option (right to buy)       | \$ 40.95   | 06/05/2006                           |  | M                              | 75,000  | 01/15/2003 01/14/2012                                    | Common Stock 75,000   |
| Employee Stock Option (right to buy)       | \$ 40.95   | 06/05/2006                           |  | M                              | 72,558  | 01/15/2004 01/14/2012                                    | Common Stock 72,558   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                   |       |
|---|---------------|-----------|-----------------------------------|-------|
|   | Director      | 10% Owner | Officer                           | Other |
| CAMPBELL LEWIS B<br>TEXTRON INC.<br>40 WESTMINSTER STREET<br>PROVIDENCE 02903 | X             |           | Chairman,<br>President and<br>CEO |       |

## Signatures

|                                      |            |
|--------------------------------------|------------|
| Ann T. Willaman,<br>Attorney-in-Fact | 06/07/2006 |
| **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 17,150.104 shares acquired pursuant to a dividend reinvestment feature of Reporting Person's Retention Award.
- (2) Price reported is weighted average price per share of transaction effected at prices ranging from \$90.06 to \$92.89 per share.
- (3) Issued pursuant to the Textron 1994 Long-Term Incentive Plan.
- (4) Issued pursuant to the Textron 1999 Long-Term Incentive Plan.

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.