

TEXTRON INC
Form 4
April 30, 2008

FORM 4

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

OMB APPROVAL

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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 *
CAMPBELL LEWIS B

(Last) (First) (Middle)
TEXTRON INC., 40
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)
04/28/2008

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)
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 or Price		
Common Stock	04/28/2008		M		145,614 A \$ 22.7812	D	513,989.3192 (1)
Common Stock	04/28/2008		M		147,262 A \$ 36.5156	D	661,251.3192 (1)
Common Stock	04/28/2008		M		81,254 A \$ 36.3906	D	742,505.3192 (1)
Common Stock	04/28/2008		M		200,000 A \$ 37.4687	D	942,505.3192 (1)
Common Stock	04/28/2008		S		3,605 D \$ 60.5	D	938,900.3192 (1)

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Common Stock	04/28/2008	S	100	D	\$ 60.505	<u>938,800.3192</u> (1)	D
Common Stock	04/28/2008	S	100	D	\$ 60.507	<u>938,700.3192</u> (1)	D
Common Stock	04/28/2008	S	1,695	D	\$ 60.51	<u>937,005.3192</u> (1)	D
Common Stock	04/28/2008	S	300	D	\$ 60.52	<u>936,705.3192</u> (1)	D
Common Stock	04/28/2008	S	200	D	\$ 60.525	<u>936,505.3192</u> (1)	D
Common Stock	04/28/2008	S	100	D	\$ 60.5275	<u>936,405.3192</u> (1)	D
Common Stock	04/28/2008	S	1,200	D	\$ 60.53	<u>935,205.3192</u> (1)	D
Common Stock	04/28/2008	S	1,100	D	\$ 60.535	<u>934,105.3192</u> (1)	D
Common Stock	04/28/2008	S	200	D	\$ 60.54	<u>933,905.3192</u> (1)	D
Common Stock	04/28/2008	S	2,500	D	\$ 60.55	<u>931,405.3192</u> (1)	D
Common Stock	04/28/2008	S	501	D	\$ 60.56	<u>930,904.3192</u> (1)	D
Common Stock	04/28/2008	S	400	D	\$ 60.57	<u>930,504.3192</u> (1)	D
Common Stock	04/28/2008	S	200	D	\$ 60.58	<u>930,304.3192</u> (1)	D
Common Stock	04/28/2008	S	1,900	D	\$ 60.59	<u>928,404.3192</u> (1)	D
Common Stock	04/28/2008	S	1,100	D	\$ 60.6	<u>927,304.3192</u> (1)	D
Common Stock	04/28/2008	S	150	D	\$ 60.605	<u>927,154.3192</u> (1)	D
Common Stock	04/28/2008	S	1,200	D	\$ 60.61	<u>925,954.3192</u> (1)	D
Common Stock	04/28/2008	S	1,042	D	\$ 60.62	<u>924,912.3192</u> (1)	D
Common Stock	04/28/2008	S	1,172	D	\$ 60.63	<u>923,740.3192</u> (1)	D
Common Stock	04/28/2008	S	3,800	D	\$ 60.64	<u>919,940.3192</u> (1)	D
	04/28/2008	S	1,025	D	\$ 60.65		D

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Common Stock						918,915.3192	
						<u>(1)</u>	
Common Stock	04/28/2008	S	2,855	D	\$ 60.66	916,060.3192	D
						<u>(1)</u>	
Common Stock	04/28/2008	S	100	D	\$ 60.6675	915,960.3192	D
						<u>(1)</u>	
Common Stock	04/28/2008	S	400	D	\$ 60.68	915,560.3192	D
						<u>(1)</u>	
Common Stock	04/28/2008	S	700	D	\$ 60.69	914,860.3192	D
						<u>(1)</u>	

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)	
					V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 22.7812	04/28/2008		M	70,614	12/13/2001	12/12/2010	Common Stock	70,614
Employee Stock Option (right to buy)	\$ 22.7812	04/28/2008		M	75,000	12/13/2002	12/13/2010	Common Stock	75,000
Employee Stock Option (right to buy)	\$ 36.5156	04/28/2008		M	75,000	12/15/2000	12/14/2001	Common Stock	75,000
Employee Stock	\$ 36.5156	04/28/2008		M	72,262	12/15/2001	12/14/2009	Common Stock	72,262

Option
(right to
buy)

Employee
Stock

Option	\$ 36.3906	04/28/2008		M	42,000	07/01/1999	06/30/2008	Common Stock	42,000
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(right to
buy)

Employee
Stock

Option	\$ 36.3906	04/28/2008		M	39,254	07/01/2000	06/30/2008	Common Stock	39,254
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(right to
buy)

Employee
Stock

Option	\$ 37.4687	04/28/2008		M	100,000	12/10/1999	12/09/2008	Common Stock	100,000
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(right to
buy)

Employee
Stock

Option	\$ 37.4687	04/28/2008		M	100,000	12/10/2000	12/09/2008	Common Stock	100,000
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(right to
buy)

Reporting Owners

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

Signatures

Ann T. Willaman,
Attorney-in-Fact

04/30/2008

**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 30,601.352 shares acquired pursuant to a dividend reinvestment feature of Reporting Person's Retention Award.

Remarks:
Remarks:

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Filing 1 of 6. Related transactions effected by Reporting Person on April 28, 2008 are reported on additional Forms 4 filed on

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

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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