

TEXTRON INC
Form 4
April 30, 2008

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

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(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	(A) or (D)	Price
Common Stock	04/28/2008		S		1,500	D	\$ 60.71
					913,360.3192	(1)	D
Common Stock	04/28/2008		S		800	D	\$ 60.72
					912,560.3192	(1)	D
Common Stock	04/28/2008		S		300	D	\$ 60.73
					912,260.3192	(1)	D
Common Stock	04/28/2008		S		1,500	D	\$ 60.74
					910,760.3192	(1)	D
Common Stock	04/28/2008		S		800	D	\$ 60.75
					909,960.3192	(1)	D
	04/28/2008		S		900	D	\$ 60.76
							D

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Common Stock						909,060.3192 (1)	
Common Stock	04/28/2008	S	100	D	\$ 60.79	908,960.3192 (1)	D
Common Stock	04/28/2008	S	500	D	\$ 60.8	908,460.3192 (1)	D
Common Stock	04/28/2008	S	100	D	\$ 60.83	908,360.3192 (1)	D
Common Stock	04/28/2008	S	1,600	D	\$ 60.84	906,760.3192 (1)	D
Common Stock	04/28/2008	S	1,100	D	\$ 60.85	905,660.3192 (1)	D
Common Stock	04/28/2008	S	1,100	D	\$ 60.86	904,560.3192 (1)	D
Common Stock	04/28/2008	S	100	D	\$ 60.87	904,460.3192 (1)	D
Common Stock	04/28/2008	S	900	D	\$ 60.88	903,560.3192 (1)	D
Common Stock	04/28/2008	S	600	D	\$ 60.89	902,960.3192 (1)	D
Common Stock	04/28/2008	S	100	D	\$ 60.895	902,860.3192 (1)	D
Common Stock	04/28/2008	S	1,901	D	\$ 60.9	900,959.3192 (1)	D
Common Stock	04/28/2008	S	1,600	D	\$ 60.91	899,359.3192 (1)	D
Common Stock	04/28/2008	S	4,745	D	\$ 60.92	894,614.3192 (1)	D
Common Stock	04/28/2008	S	2,002	D	\$ 60.93	892,612.3192 (1)	D
Common Stock	04/28/2008	S	100	D	\$ 60.935	892,512.3192 (1)	D
Common Stock	04/28/2008	S	1,700	D	\$ 60.94	890,812.3192 (1)	D
Common Stock	04/28/2008	S	4,497	D	\$ 60.95	886,315.3192 (1)	D
Common Stock	04/28/2008	S	300	D	\$ 60.955	886,015.3192 (1)	D
Common Stock	04/28/2008	S	200	D	\$ 60.9575	885,815.3192 (1)	D
	04/28/2008	S	2,600	D	\$ 60.96		D

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Common Stock						883,215.3192 (1)	
Common Stock	04/28/2008	S	2,000	D	\$ 60.97	881,215.3192 (1)	D
Common Stock	04/28/2008	S	1,300	D	\$ 60.98	879,915.3192 (1)	D
Common Stock	04/28/2008	S	1,780	D	\$ 60.99	878,135.3192 (1)	D
Common Stock	04/28/2008	S	100	D	\$ 60.996	878,035.3192 (1)	D

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 Following Report Trans (Instr.
				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
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:

Filing 2 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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