TEXTRON INC
Form 4
April 30, 2008

FORM 4

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

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 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).

(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)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President and CEO

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	(A) or (D)	Price			
Common Stock	04/28/2008		S		200	D	$ 61.2575	535,864.3192 (1)	D	
Common Stock	04/28/2008		S		12,819	D	$ 61.26	523,045.3192 (1)	D	
Common Stock	04/28/2008		S		200	D	$ 61.2625	522,845.3192 (1)	D	
Common Stock	04/28/2008		S		900	D	$ 61.265	521,945.3192 (1)	D	
Common Stock	04/28/2008		S		400	D	$ 61.2675	521,545.3192 (1)	D	

Common Stock	04/28/2008	S	8,845	D	$ 61.27	512,700.3192 (1)	D
Common Stock	04/28/2008	S	300	D	$ 61.275	512,400.3192 (1)	D
Common Stock	04/28/2008	S	100	D	$ 61.2775	512,300.3192 (1)	D
Common Stock	04/28/2008	S	9,484	D	$ 61.28	502,816.3192 (1)	D
Common Stock	04/28/2008	S	600	D	$ 61.2825	502,216.3192 (1)	D
Common Stock	04/28/2008	S	1,100	D	$ 61.285	501,116.3192 (1)	D
Common Stock	04/28/2008	S	100	D	$ 61.2875	501,016.3192 (1)	D
Common Stock	04/28/2008	S	100	D	$ 61.288	500,916.3192 (1)	D
Common Stock	04/28/2008	S	13,166	D	$ 61.29	487,750.3192 (1)	D
Common Stock	04/28/2008	S	100	D	$ 61.2925	487,650.3192 (1)	D
Common Stock	04/28/2008	S	2,300	D	$ 61.295	485,350.3192 (1)	D
Common Stock	04/28/2008	S	23,858	D	$ 61.3	461,492.3192 (1)	D
Common Stock	04/28/2008	S	600	D	$ 61.3025	460,892.3192 (1)	D
Common Stock	04/28/2008	S	500	D	$ 61.305	460,392.3192 (1)	D
Common Stock	04/28/2008	S	5,208	D	$ 61.31	455,184.3192 (1)	D
Common Stock	04/28/2008	S	700	D	$ 61.3125	454,484.3192 (1)	D
Common Stock	04/28/2008	S	700	D	$ 61.315	453,784.3192 (1)	D
Common Stock	04/28/2008	S	6,000	D	$ 61.32	447,784.3192 (1)	D
Common Stock	04/28/2008	S	700	D	$ 61.3225	447,084.3192 (1)	D
Common Stock	04/28/2008	S	2,200	D	$ 61.325	444,884.3192 (1)	D
	04/28/2008	S	320	D			D

Common Stock						$ 61.3275	444,564.3192 (1)	
Common Stock	04/28/2008	S	11,700	D	$ 61.33	432,864.3192 (1)	D	
Common Stock	04/28/2008	S	2,900	D	$ 61.3325	429,964.3192 (1)	D	
Common Stock	04/28/2008	S	2,400	D	$ 61.335	427,564.3192 (1)	D	
Common Stock	04/28/2008	S	82	D	$ 61.3375	427,482.3192 (1)	D	

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo 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:

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Filing 5 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 occu

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