

TEXTRON INC
Form 4
December 04, 2007

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 *
Bohlen Kenneth C

(Last) (First) (Middle)
TEXTRON INC., 2301 EAGLE PARKWAY, SUITE 250
(Street)

FORT WORTH, TX 76177

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2000

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)
Executive Vice President

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 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. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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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) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------|------------------------------|------------------|------------|---|-----|------------------|-----------------|----------------|----------------------------|
| | | | | Code | V | | | | |
| Phantom Stock | (1) | 12/31/2000 | A | 179.503 | (2) | (2) | Common Stock | 179.503 | |
| Phantom Stock | (1) | 12/31/2001 | A | 229.587 | (2) | (2) | Common Stock | 229.587 | |
| Phantom Stock | (1) | 12/31/2002 | A | 222.003 (6) | (2) | (2) | Common Stock | 222.003 (6) | |
| Phantom Stock | (1) | 12/31/2003 | A | 97.71 (7) | (2) | (2) | Common Stock | 97.71 (7) | |
| Phantom Stock | (1) | 12/31/2006 | A | 43.866 (8) | (2) | (2) | Common Stock | 43.866 (8) | |
| Phantom Stock | (1) | 07/31/2007 | A | 64.324 (10) | (2) | (2) | Common Stock | 64.324 (10) | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bohlen Kenneth C
 TEXTRON INC.
 2301 EAGLE PARKWAY, SUITE 250
 FORT WORTH, TX 76177

Executive Vice President

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.
- (2) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (3) Price per share ranges from \$45.26 to \$66.49.
- (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 \$34.98 to \$57.77.
- (6) Monthly contributions made during FY2002 as follows: 121.448 shares between 1-1-02 and 7-31-02 at prices ranging from \$40.07 to \$50.71 per share; 20.292 shares on 8-31-02 @ \$39.03/share; 21.788 shares on 9-30-02 @ \$36.35/share; 21.041 shares on 10-31-02 @

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\$37.64/share; 18.64 shares on 11-30-02 @ \$42.49/share; and 18.794 shares on 12-31-02 @ \$42.14/share.

- (7) Monthly contributions made during FY2003 as follows: 20 shares on 1-31-03 @ \$42.05/share; 22.445 shares on 2-28-03 @ \$37.47/share; 26.572 shares on 3-31-03 @ \$31.65/share; and 28.693 shares on 4-30-03 at \$29.31/share.
- (8) Monthly contributions made during FY2006 as follows: 10.556 shares on 9-30-06 @ \$83.80/share; 9.822 shares on 10-31-06 @ \$90.06/share; 9.526 shares on 11-30-06 @ \$92.87/share; and 13.962 shares on 12-31-06 @ \$95.04/share.
- (9) 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, and phantom shares acquired from contributions made between May 2002 and August 2006 when Reporting Person was not subject to the filing requirements of Section 16.
- (10) Monthly contributions made between January and July 2007 as follows: 9.126 shares on 1-31-07 @ \$94.83/share; 9.036 shares on 2-28-07 @ \$95.76/share; 9.572 shares on 3-31-07 @ \$90.40/share; 8.948 shares on 4-30-07 @ \$96.72/share; 8.288 shares on 5-31-07 @ \$104.42/share; 11.916 shares on 6-30-07 @ \$108.94/share; and 7.438 shares on 7-31-07 @ \$116.36/share.

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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