

TEXTRON INC
Form 4
December 04, 2007

FORM 4

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

OMB APPROVAL

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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)
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)
12/31/1999

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial 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.
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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)	12/31/1999	A	531.183	(2)	(2)	Common Stock	531.183	
Phantom Stock	(1)	12/31/2000	A	744.593	(2)	(2)	Common Stock	744.593	
Phantom Stock	(1)	12/31/2001	A	866.025	(2)	(2)	Common Stock	866.025	
Phantom Stock	(1)	12/31/2002 ⁽⁷⁾	A	934.547 ⁽⁷⁾	(2)	(2)	Common Stock	934.547 ⁽⁷⁾	
Phantom Stock	(1)	12/31/2003 ⁽⁸⁾	A	435.686 ⁽⁸⁾	(2)	(2)	Common Stock	435.686 ⁽⁸⁾	
Phantom Stock	(1)	12/31/2004 ⁽⁹⁾	A	509.232 ⁽⁹⁾	(2)	(2)	Common Stock	509.232 ⁽⁹⁾	
Phantom Stock	(1)	12/31/2005 ⁽¹⁰⁾	A	595.47 ⁽¹⁰⁾	(2)	(2)	Common Stock	595.47 ⁽¹⁰⁾	
Phantom Stock	(1)	12/31/2006 ⁽¹¹⁾	A	494.612 ⁽¹¹⁾	(2)	(2)	Common Stock	494.612 ⁽¹¹⁾	
Phantom Stock	(1)	07/31/2007 ⁽¹²⁾	A	250.146 ⁽¹²⁾	(2)	(2)	Common Stock	250.146 ⁽¹²⁾	

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

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.

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- (2) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (3) Price per share ranges from \$72.40 to \$92.24.
- (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 \$45.26 to \$66.49.
- (6) Price per share ranges from \$34.98 to \$57.77.
- (7) Monthly contributions made during FY2002 as follows: 511.248 shares between 1-1-02 and 7-31-02 at prices ranging from \$40.07 to \$50.71 per share; 85.421 shares on 8-31-02 @ \$39.03/share; 91.719 shares on 9-30-02 @ \$36.35/share; 88.576 shares on 10-31-02 @ \$37.64/share; 78.466 shares on 11-30-02 @ \$42.49/share; and 79.117 shares on 12-31-02 @ \$42.14/share.
- (8) Monthly contributions made during FY2003 as follows: 89.18 shares on 1-31-03 @ \$42.05/share; 100.08 shares on 2-28-03 @ \$37.47/share; 118.483 shares on 3-31-03 @ \$31.65/share; and 127.943 shares on 4-30-03 @ 29.31/share.
- Monthly contributions made during FY2004 as follows: 34.062 shares on 1-31-04 @ \$56.75/share; 31.228 shares on 2-29-04 @ \$55.11/share; 32.054 shares on 3-31-04 @ \$53.69/share; 31.497 shares on 4-30-04 @ \$54.64/share; 31.959 shares on 5-31-04 @ \$53.85/share; 29.930 shares on 6-30-04 @ \$57.50/share; 43.919 shares on 7-31-04 @ \$58.79/share; 54.668 shares on 8-31-04 @ \$62.98/share; 54.556 shares on 9-30-04 @ \$63.11/share; 52.533 shares on 10-31-04 @ \$65.54/share; 48.235 shares on 11-30-04 @ \$71.38/share; and 64.591 shares on 12-31-04 @ \$73.40/share.
- Monthly contributions made during FY2005 as follows: 48.424 shares on 1-31-05 @ \$70.69/share; 45.356 shares on 2-28-05 @ \$75.47/share; 44.49 shares on 3-31-05 @ \$76.94/share; 45.77 shares on 4-30-05 @ \$74.79/share; 44.45 shares on 5-31-05 @ \$77.01/share; 44.688 shares on 6-30-05 @ \$76.60/share; 67.092 shares on 7-31-05 @ \$76.53/share; 46.668 shares on 8-31-05 @ \$73.35/share; 49.028 shares on 9-30-05 @ \$69.82/share; 48.266 shares on 10-31-05 @ \$70.92/share; 45.19 shares on 11-30-05 @ \$75.75/share; and 66.048 shares on 12-31-05 @ \$77.74/share.
- Monthly contributions made during FY2006 as follows: 43.078 shares on 1-31-06 @ \$78.57/share; 39.884 shares on 2-28-06 @ \$84.86/share; 37.072 shares on 3-31-06 @ \$91.30/share; 36.862 shares on 4-30-06 @ \$91.82/share; 36.18 shares on 5-31-06 @ \$93.55/share; 57.594 shares on 6-30-06 @ \$88.15/share; 37.532 shares on 7-31-06 @ \$90.18/share; 38.576 shares on 8-31-06 @ \$87.74/share; 40.39 shares on 9-30-06 @ \$83.80/share; 37.582 shares on 10-31-06 @ \$90.06/share; 36.444 shares on 11-30-06 @ \$92.87/share; and 53.418 shares on 12-31-06 @ \$95.04/share.
- (11) Monthly contributions made during FY2006 as follows: 43.078 shares on 1-31-06 @ \$78.57/share; 39.884 shares on 2-28-06 @ \$84.86/share; 37.072 shares on 3-31-06 @ \$91.30/share; 36.862 shares on 4-30-06 @ \$91.82/share; 36.18 shares on 5-31-06 @ \$93.55/share; 57.594 shares on 6-30-06 @ \$88.15/share; 37.532 shares on 7-31-06 @ \$90.18/share; 38.576 shares on 8-31-06 @ \$87.74/share; 40.39 shares on 9-30-06 @ \$83.80/share; 37.582 shares on 10-31-06 @ \$90.06/share; 36.444 shares on 11-30-06 @ \$92.87/share; and 53.418 shares on 12-31-06 @ \$95.04/share.
- (12) Monthly contributions made between January and July 2007 as follows: 35.488 shares on 1-31-07 @ \$94.83/share; 35.144 shares on 2-28-07 @ \$95.76/share; 37.228 shares on 3-31-07 @ \$90.40/share; 34.796 shares on 4-30-07 @ \$96.72/share; 32.23 shares on 5-31-07 @ \$104.42/share; 46.338 shares on 6-30-07 @ \$108.94/share; and 28.922 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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