TEXTRON INC

Form 4

December 04, 2007

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

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Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

CAMPBELL LEWIS B

Symbol TEXTRON INC [TXT]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

_X__ Director 10% Owner

TEXTRON INC., 40

(Month/Day/Year) 12/31/1999

X_ Officer (give title Other (specify below) Chairman, President and CEO

WESTMINSTER STREET

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

(Instr. 8)

Form filed by More than One Reporting

(Instr. 4)

Person

below)

PROVIDENCE 02903

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) of Disposed of (D) (Instr. 3, 4, and 5)				(
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	<u>(1)</u>	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

**Signature of Reporting Person

Ann T. Willaman, Attorney-in-Fact

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.

Reporting Owners 2

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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.
- 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 @
- (9) \$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 @
- (10) \$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 @
- (11) \$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.
- Monthly contributions made between January and July 2007 as follows: 35.488 shares on 1-31-07 @ \$94.83/share; 35.144 shares on (12) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.