

YATES RICHARD L  
 Form 4  
 March 04, 2008

**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 \*  
 YATES RICHARD L

(Last) (First) (Middle)  
 TEXTRON INC., 40  
 WESTMINSTER STREET  
 (Street)

PROVIDENCE, RI 02903

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/01/2008

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)  
 Sr. VP and Controller

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 Ownership (Instr. 4)                                                        |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (D) Price                                                |                                                                                               |                                                          |                                                                                          |
| Common Stock                    | 03/01/2008                           |                                                    | A                              | 4,957 A \$ 0                                                      | 52,475                                                                                        | D                                                        |                                                                                          |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 3,640.825                                                                                     | I                                                        | Held on behalf of Reporting Person by the Textron Savings Plan (as of February 1, 2008). |
|                                 |                                      |                                                    |                                |                                                                   | 191.042                                                                                       | I                                                        |                                                                                          |

Common  
Stock

Held on  
behalf of  
Reporting  
Person's  
spouse by  
the Textron  
Savings  
Plan (as of  
February 1,  
2008).

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) | Amount or Number of Shares |  |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      |  |
| Employee Stock Option (Right to Buy)       | \$ 54.17                                               | 03/01/2008                           |                                                    | A                              | 17,283                                                                                  | <u>(1)</u> 02/28/2018                                    | Common Stock                                                  | 17,283                     |  |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                          |       |
|----------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer                  | Other |
| YATES RICHARD L<br>TEXTRON INC.<br>40 WESTMINSTER STREET<br>PROVIDENCE, RI 02903 |               |           | Sr. VP and<br>Controller |       |

## Signatures

/s/ Ann T. Willaman,  
Attorney-in-Fact

03/04/2008

\_\_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) The option vests in three equal annual installments, beginning on March 9, 2009.
  - (2) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.

### Remarks:

All share numbers and related prices have been adjusted to reflect Textron Inc.'s two-for-one Common Stock split which occurred on 03/04/2008.

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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