

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 *
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)
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)
Senior 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 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------|
| Phantom Stock | <u>(1)</u> | 12/31/1999 | A | 48.556 | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 48.556 |
| Phantom Stock | <u>(1)</u> | 12/31/2000 | A | 69.85 | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 69.85 |
| Phantom Stock | <u>(1)</u> | 12/31/2001 | A | 126.06 | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 126.06 |
| Phantom Stock | <u>(1)</u> | 12/31/2002 | A | 130.376 <u>(7)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 130.376 <u>(7)</u> |
| Phantom Stock | <u>(1)</u> | 12/31/2003 | A | 57.167 <u>(8)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 57.167 <u>(8)</u> |
| Phantom Stock | <u>(1)</u> | 12/31/2004 | A | 81.715 <u>(9)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 81.715 <u>(9)</u> |
| Phantom Stock | <u>(1)</u> | 12/31/2005 | A | 114.505 <u>(10)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 114.505 <u>(10)</u> |
| Phantom Stock | <u>(1)</u> | 12/31/2006 | A | 98.851 <u>(11)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 98.851 <u>(11)</u> |
| Phantom Stock | <u>(1)</u> | 07/31/2007 | A | 52.189 <u>(12)</u> | | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 52.189 <u>(12)</u> |

Reporting Owners

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

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.

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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: 69,433 shares between 1-1-02 and 7-31-02 at prices ranging from \$40.07 to \$50.71 per share; 12,298 shares on 8-31-02 @ \$39.03/share; 13,205 shares on 9-30-02 @ \$36.35/share; 12,752 shares on 10-31-02 @ \$37.64/share; 11,297 shares on 11-30-02 @ \$42.49/share; and 11,391 shares on 12-31-02 @ \$42.14/share.
- (8) Monthly contributions made during FY2003 as follows: 11,415 shares on 1-31-03 @ \$42.05/share; 12,81 shares on 2-28-03 @ \$37.47/share; 15,166 shares on 3-31-03 @ \$31.65/share; and 17,776 shares on 4-30-03 at \$29.31/share.
- (9) Monthly contributions made during FY2004 as follows: 5,181 shares on 1-31-04 @ \$56.75/share; 4,192 shares on 2-29-04 @ \$55.11/share; 4,302 shares on 3-31-04 @ \$53.69/share; 4,228 shares on 4-30-04 @ \$54.64/share; 4,29 shares on 5-31-04 @ \$53.85/share; 4,017 shares on 6-30-04 @ \$57.50/share; 5,902 shares on 7-31-04 @ \$58.79/share; 7,336 shares on 8-31-04 @ \$62.98/share; 9,761 shares on 9-30-04 @ \$63.11/share; 9,979 shares on 10-31-04 @ \$65.54/share; 9,162 shares on 11-30-04 @ \$71.38/share; and 13,365 shares on 12-31-04 @ \$73.40/share.
- (10) Monthly contributions made during FY2005 as follows: 8,978 shares on 1-31-05 @ \$70.69/share; 8,408 shares on 2-28-05 @ \$75.47/share; 8,248 shares on 3-31-05 @ \$76.94/share; 8,896 shares on 4-30-05 @ \$74.79/share; 8,64 shares on 5-31-05 @ \$77.01/share; 8,686 shares on 6-30-05 @ \$76.60/share; 13,041 shares on 7-31-05 @ \$76.53/share; 9,072 shares on 8-31-05 @ \$73.35/share; 9,53 shares on 9-30-05 @ \$69.82/share; 9,382 shares on 10-31-05 @ \$70.92/share; 8,784 shares on 11-30-05 @ \$75.75/share; and 12,84 shares on 12-31-05 @ \$77.74/share.
- (11) Monthly contributions made during FY2006 as follows: 7,98 shares on 1-31-06 @ \$78.57/share; 7,388 shares on 2-28-06 @ \$84.86/share; 6,866 shares on 3-31-06 @ \$91.30/share; 7,54 shares on 4-30-06 @ \$91.82/share; 7,4 shares on 5-31-06 @ \$93.55/share; 11,781 shares on 6-30-06 @ \$88.15/share; 7,676 shares on 7-31-06 @ \$90.18/share; 7,89 shares on 8-31-06 @ \$87.74/share; 8,262 shares on 9-30-06 @ \$83.80/share; 7,688 shares on 10-31-06 @ \$90.06/share; 7,454 shares on 11-30-06 @ \$92.87/share; and 10,926 shares on 12-31-06 @ \$95.04/share.
- (12) Monthly contributions made between January and July 2007 as follows: 7,098 shares on 1-31-07 @ \$94.83/share; 7,028 shares on 2-28-07 @ \$95.76/share; 7,446 shares on 3-31-07 @ \$90.40/share; 3,778 shares on 4-30-07 @ \$96.72/share; 10,497 shares on 5-31-07 @ \$104.42/share; 10,062 shares on 6-30-07 @ \$108.94/share; and 6,28 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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