TEXTRON INC Form 4 August 12, 2005

FORM 4

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

OMB 3235-0287

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOWELL MARY L			2. Issuer Name and Ticker or Trading Symbol TEXTRON INC [TXT]	5. Relationship of Reporting Person(s) to Issuer			
(Last) TEXTRON I PENNSYLV SUITE 400		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2005	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Executive Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			

WASHINGTON, DC 20004

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

___ Form filed by More than One Reporting

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities O Beneficially Fo Owned D Following or Reported (I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/10/2005		M	2,704	A	\$ 36.9687	21,828	D	
Common Stock	08/10/2005		F	1,332 (1)	D	\$ 75.01	20,496	D	
Common Stock	08/10/2005		M	2,178	A	\$ 45.875	22,674	D	
Common Stock	08/10/2005		F	1,332 (2)	D	\$ 75.01	21,342	D	
Common Stock	08/10/2005		M	21,822	A	\$ 45.875	43,164	D	

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Common Stock	08/10/2005	M	23,779	A	\$ 40.95	66,943	D	
Common Stock	08/10/2005	S	45,601	D	\$ 75.2882	21,342	D	
Common Stock						3,984.385	I	Held on behalf of Reporting Person by the Textron Savings Plan, as of June 30, 2005.
Common Stock						272	I	Held by Reporting Person's son.
·							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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.9687	08/10/2005		M	2,704	12/14/1997	12/13/2005	Common Stock	2,704
Employee Stock Option	\$ 45.875	08/10/2005		M	24,000	<u>(5)</u>	12/11/2006	Common Stock	24,000

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M

(right to buy)

Employee

Stock Option

(right to buy)

\$ 40.95 08/10/2005

23,779 01/15/2003 01/14/2012

Common

Stock

23,799

Reporting Owners

Reporting Owner Name / Address

Relationships

rector 10% Owner Officer

Other

HOWELL MARY L TEXTRON INC. 1101 PENNSYLVANIA AVENUE, NW, SUITE 400 WASHINGTON, DC 20004

Executive Vice President

Signatures

Michael D. Cahn, Attorney-in-Fact

08/12/2005

**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 exercise price for 2,704 shares was paid by delivery of 1,332 shares of Textron Common Stock and \$50.18 cash.
- (2) The exercise price for 2,178 shares was paid by delivery of 1,332 shares of Textron Common Stock and \$2.43 cash.
- (3) The price reported is the weighted average price per share of transactions effected at prices ranging from \$75.00 to \$75.70 per share.
- (4) Shares issued pursuant to the Textron 1999 Long-Term Incentive Plan.
- (5) The option vested in two equal annual installments, beginning on December 12, 1997.

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.

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