

TEXTRON INC
Form 4
April 27, 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 *
BUTLER JOHN D

(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)
04/26/2007

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)
Executive VP

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 (A) or (D) Price | | | |
| Common Stock | 04/26/2007 | | M | | 21,631 A \$ 73.0313 | 43,276 | D | |
| Common Stock | 04/26/2007 | | S | | 400 D \$ 103.1 | 42,876 | D | |
| Common Stock | 04/26/2007 | | S | | 100 D \$ 103.09 | 42,776 | D | |
| Common Stock | 04/26/2007 | | S | | 1,500 D \$ 103.06 | 41,276 | D | |
| Common Stock | 04/26/2007 | | S | | 300 D \$ 103.05 | 40,976 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 04/26/2007 | S | 600 | D | \$ 103.04 | 40,376 | D |
| Common Stock | 04/26/2007 | S | 3,000 | D | \$ 103.03 | 37,376 | D |
| Common Stock | 04/26/2007 | S | 600 | D | \$ 103.02 | 36,776 | D |
| Common Stock | 04/26/2007 | S | 300 | D | \$ 103.01 | 36,476 | D |
| Common Stock | 04/26/2007 | S | 3,200 | D | \$ 103 | 33,276 | D |
| Common Stock | 04/26/2007 | S | 131 | D | \$ 102.77 | 33,145 | D |
| Common Stock | 04/26/2007 | S | 100 | D | \$ 102.75 | 33,045 | D |
| Common Stock | 04/26/2007 | S | 100 | D | \$ 102.63 | 32,945 | D |
| Common Stock | 04/26/2007 | S | 200 | D | \$ 102.62 | 32,745 | D |
| Common Stock | 04/26/2007 | S | 4,700 | D | \$ 102.6 | 28,045 | D |
| Common Stock | 04/26/2007 | S | 200 | D | \$ 102.57 | 27,845 | D |
| Common Stock | 04/26/2007 | S | 200 | D | \$ 102.56 | 27,645 | D |
| Common Stock | 04/26/2007 | S | 6,000 | D | \$ 102.55 | 21,645 | D |

| | | | | | | | |
|--------------|--|--|--|--|--|-----------|---|
| Common Stock | | | | | | 3,402.252 | I |
|--------------|--|--|--|--|--|-----------|---|

Held on behalf of Reporting Person by the Textron Savings Plan (as of April 25, 2007).

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

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(9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee stock option (right to buy) | \$ 73.031 | 04/26/2007 | | M | 11,500 | 12/15/2000 12/14/2009 | Common Stock 11,500 |
| Employee stock option (right to buy) | \$ 73.031 | 04/26/2007 | | M | 10,131 | 12/15/2001 12/14/2009 | Common Stock 10,131 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BUTLER JOHN D TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903 | | | Executive VP | |

Signatures

Ann T. Willaman,
Attorney-in-Fact
04/27/2007
Date

**Signature of Reporting Person

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) Issued pursuant to the Textron 1999 Long-Term Incentive Plan.

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