Connor Frank T Form 4 August 07, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Connor Frank T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

TEXTRON INC [TXT]

08/05/2009

(Check all applicable)

**TEXTRON INC., 40** 

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

Director 10% Owner X\_ Officer (give title Other (specify below) below)

WESTMINSTER STREET

4. If Amendment, Date Original

Executive VP and CFO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PROVIDENCE, RI 02903

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

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

Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

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| (Instr. 3)                                    | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8 | 3) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |                     |                    |                 |                                 |
|---|------------------------------------|------------|------------------|-----------|----|--|-----|---------------------|--------------------|-----------------|---------------------------------|
|   |                                    |            |                  | Code      | V  | (A)  | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amoun<br>or<br>Numbe<br>of Shar |
| Employee<br>Stock Option<br>- Right to<br>Buy | \$ 14.34                           | 08/05/2009 |                  | A         |    | 80,000   |     | <u>(1)</u>          | 08/04/2019         | Common<br>Stock | 80,00                           |
| Cash-Settled<br>Restricted<br>Stock Units     | \$ 0 (3)                           | 08/05/2009 |                  | A         |    | 70,000   |     | <u>(4)</u>          | <u>(4)</u>         | Common<br>Stock | 70,00                           |

## **Reporting Owners**

| Reporting Owner Name / Address |          | Relationships |         |       |
|--------------------------------|----------|---------------|---------|-------|
|                                | Director | 10% Owner     | Officer | Other |

Connor Frank T TEXTRON INC.

40 WESTMINSTER STREET Executive VP and CFO

PROVIDENCE, RI 02903

# **Signatures**

/s/ Ann T. Willaman, Attorney-in-Fact 08/07/2009

\*\*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 (3) equal annual installments, beginning on March 1, 2010.
- (2) Issued pursuant to the Textron Inc. 2007 Long-Term Incentive Plan.
- (3) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.
- (4) Payable in cash in five (5) equal annual installments, beginning on March 1, 2010.

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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