

UNITED INDUSTRIAL CORP /DE/
Form 4
November 26, 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 *
TEXTRON INC

2. Issuer Name and Ticker or Trading Symbol
UNITED INDUSTRIAL CORP /DE/
[UIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
40 WESTMINSTER STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2007

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

PROVIDENCE, RI 02903

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
Common Stock	11/21/2007		P			33,400	A	\$ 81	8,451,023 ⁽¹⁾	D
Common Stock	11/21/2007		P			7,000	A	\$ 80.99	8,458,023 ⁽¹⁾	D
Common Stock	11/21/2007		P			1,500	A	\$ 80.98	8,459,523 ⁽¹⁾	D
Common Stock	11/23/2007		P			15,300	A	\$ 81	8,474,823 ⁽¹⁾	D
Common Stock	11/23/2007		P			3,400	A	\$ 80.99	8,478,223 ⁽¹⁾	D

Common Stock 11/26/2007 P 10,900 A \$ 80.99 8,565,443 ⁽¹⁾ ₍₂₎ D

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEXTRON INC 40 WESTMINSTER STREET PROVIDENCE, RI 02903		X		

Signatures

/s/ Ann T. Willaman, Assistant Secretary 11/26/2007

**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) Marco Acquisition Sub Inc., a Delaware corporation ("Marco") and a wholly owned subsidiary of Textron Inc., is the registered owner of these securities.
- (2) Total includes 76,320 shares previously tendered subject to notices of guaranteed delivery pursuant to the cash tender offer for the outstanding shares of UIC common stock that expired on November 13, 2007. These shares have since been delivered and purchased by Marco.

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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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