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FRENCH T Form 4 February 01												
	ЛЛ								OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND Washington, D. Check this box							ANGE C	OMB Number:	3235-0287			
if no lon subject to Section Form 4 Form 5	so STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES								January 31, 2005 average urs per . 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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)											
FRENCH TED R Symb				er Name an RON INC		r Trad	ing	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(Last) (First) (Middle)			of Earliest 7		L		(Check all applicable)				
(M			(Month/Day/Year) 01/30/2006					Director 10% Owner XOfficer (give title Other (specify below) below) Executive VP and CFO				
			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 Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Secu	rities Aca	uired, Disposed of	. or Beneficia	llv Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. I Exec any				3.	3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	01/30/2006			M	4,000 (1)	A	\$ 0	76,158	D			
Common Stock	01/30/2006			D	4,000 (1)	D	\$ 78.781	72,158	D			
Common Stock								1,012.508	Ι	Held on behalf of Reporting Person by the Textron Savings Plan (as of December		

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31, 2005).

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.

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)	4. Transactio Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
Phantom Stock	\$ 0 <u>(2)</u>	01/30/2006	Code V M	and 5) (A) (D) 4,000	Date Exercisable	Expiration Date	Title	Amount or Number of Shares 4,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FRENCH TED R TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			Executive VP and CFO				
Signatures							

Ann T. Willaman, Attorney-in-Fact

02/01/2006

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) Reflects cash payout of 4,000 units of phantom stock payable in cash only.
- (2) Converts to the cash equivalent of Textron Common Stock on a 1-for-1 basis.
- (3) The phantom stock vests in three equal annual installments beginning on January 15, 2006. The phantom stock is payable in cash only. Calculation of the per share price is based on an average of the closing price of Textron Common Stock on the first ten trading days

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following the vesting date.

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.