

TEXTRON INC
Form 4
April 23, 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 *
HOWELL MARY L

(Last) (First) (Middle)

**TEXTRON INC., 1111
PENNSYLVANIA AVENUE,
SUITE 400**

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TEXTRON INC [TXT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2007

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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	04/20/2007		M			16,666	A	\$ 74.9375	47,871	D	
Common Stock	04/20/2007		M			20,631	A	\$ 73.0313	68,502	D	
Common Stock	04/20/2007		M			20,928	A	\$ 56.43	89,430	D	
Common Stock	04/20/2007		S			58,225	D	\$ 102.34 <u>(1)</u>	31,205	D	
Common Stock									4,363.632	I	Held on behalf of

Common Stock	272	I	Reporting Person by the Textron Savings Plan (as of April 20, 2007). Held by Reporting Person's son.
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 74.9375	04/20/2007		M	9,000	12/10/1999 12/09/2008	Common Stock 9,000
Employee Stock Option - Right to Buy	\$ 74.9375	04/20/2007		M	7,666	12/10/2000 12/09/2008	Common Stock 7,666
Employee Stock Option - Right to Buy	\$ 73.0313	04/20/2007		M	11,000	12/15/2000 12/14/2009	Common Stock 11,000

Employee Stock Option - Right to Buy	\$ 73.0313	04/20/2007	M	9,631	12/15/2001	12/14/2009	Common Stock	9,631
Employee Stock Option - Right to Buy	\$ 56.43	04/20/2007	M	7,567	02/12/2005	02/11/2014	Common Stock	7,567
Employee Stock Option - Right to Buy	\$ 56.43	04/20/2007	M	7,567	02/12/2006	02/11/2014	Common Stock	7,567
Employee Stock Option - Right to Buy	\$ 56.43	04/20/2007	M	5,794	02/12/2007	02/11/2014	Common Stock	5,794

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL MARY L TEXTRON INC. 1111 PENNSYLVANIA AVENUE, SUITE 400 WASHINGTON, DC 20004			Executive VP	

Signatures

Ann T. Willaman, 04/23/2007
Attorney-in-Fact

**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) Price reported is weighted average price per share of transaction effected at prices ranging from \$102.00 to \$102.83.
- (2) Issued pursuant to the Textron 1994 Long-Term Incentive Plan.
- (3) Issued pursuant to the Textron 1999 Long-Term Incentive Plan.

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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