ODONNELL TERRENCE

Form 4

November 01, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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)

See Instruction

1. Name and Address of Reporting Person * ODONNELL TERRENCE	2. Issuer Name and Ticker or Trading Symbol TEXTRON INC [TXT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(check an apphendic)		
TEXTRON INC., 40 WESTMINSTER STREET	(Month/Day/Year) 10/30/2007	Director 10% Owner _X_ Officer (give title Other (specify below) EVP and General Counsel		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PROVIDENCE, RI 02903	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acqui	red, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	10/30/2007		Code V M	Amount 36,184	(D)	Price \$ 26.2031	80,834	D	
Common Stock	10/30/2007		S	2,500	D	\$ 67.44	78,334	D	
Common Stock	10/30/2007		S	151	D	\$ 67.45	78,183	D	
Common Stock	10/30/2007		S	1,554	D	\$ 67.46	76,629	D	
Common Stock	10/30/2007		S	95	D	\$ 67.47	76,534	D	

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Common Stock	10/30/2007	S	100	D	\$ 67.48	76,434	D
Common Stock	10/30/2007	S	4,600	D	\$ 67.55	71,834	D
Common Stock	10/30/2007	S	400	D	\$ 67.56	71,434	D
Common Stock	10/30/2007	S	5,000	D	\$ 67.65	66,434	D
Common Stock	10/30/2007	S	5,000	D	\$ 67.67	61,434	D
Common Stock	10/30/2007	S	5,820	D	\$ 67.7	55,614	D
Common Stock	10/30/2007	S	1,300	D	\$ 67.73	54,314	D
Common Stock	10/30/2007	S	3,480	D	\$ 67.74	50,834	D
Common Stock	10/30/2007	S	2,984	D	\$ 67.88	47,850	D
Common Stock	10/30/2007	S	2,900	D	\$ 67.89	44,950	D
Common Stock	10/30/2007	S	300	D	\$ 68	44,650	D

Common Stock 7,118.681 I Held on behalf of Reporting Person by the Textron Savings Plan (as of September 30, 2007).

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security (Instr. 3)		3. Transaction Date (Month/Day/Year)		4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Security				(D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 26.2031	10/30/2007	M			16,184	03/10/2001	03/09/2010	Common Stock	16,184
Employee Stock Option - Right to Buy	\$ 26.2031	10/30/2007	M			20,000	03/10/2002	03/09/2010	Common Stock	20,000

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Reporting Owners

Reporting Owner Name / Address			Keiationships	
	Director	10% Owner	Officer	Other

ODONNELL TERRENCE

TEXTRON INC.

EVP and General Counsel 40 WESTMINSTER STREET

PROVIDENCE, RI 02903

Signatures

/s/ Ann T. Willaman, 11/01/2007 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).
- Issued pursuant to the Textron 1999 Long-Term Incentive Plan.

Remarks:

All share numbers and related prices have been adjusted to reflect Textron Inc.'s two-for-one Common Stock split which occur 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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