Bohlen Kenneth C Form 4 March 04, 2008

FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Bohlen Kenneth C

(First)

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [TXT]

(Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/29/2008

TEXTRON INC., 2301 EAGLE PARKWAY, SUITE 250

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

below) **Executive Vice President**

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

FORT WORTH, TX 76177

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			4. Securities ionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or 7 Amount (D) Price		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	03/01/2008		A	6,339	A	\$0	50,186	D	Held on behalf of Reporting
Common Stock							9,353.834	I	Person by the Textron Savings Plan (as of February 1, 2008).

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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)

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Number Shares
Deferred Stock Units	<u>(1)</u>	02/29/2008		A	512.778	(2)	(2)	Common Stock	512.77
Employee Stock Option (Right to Buy)	\$ 54.17	03/01/2008		A	23,915	<u>(4)</u>	02/28/2018	Common Stock	23,915

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bohlen Kenneth C TEXTRON INC. 2301 EAGLE PARKWAY, SUITE 250 FORT WORTH, TX 76177

Executive Vice President

Signatures

/s/ Ann T. Willaman, Attorney-in-Fact 03/04/2008

**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) Each deferred stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (2) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (3) Acquired pursuant to the Deferred Income Plan for Textron Key Executives.

Reporting Owners 2

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- (4) The option vests in three equal annual installments, beginning on March 1, 2009.
- (5) Issued pursuant to the Textron 2007 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.