

TEXTRON INC
Form 4
October 31, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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., 1101
PENNSYLVANIA AVENUE, NW,
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)
10/27/2006

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 Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common | 10/27/2006 | | M | A | \$ 15,412 | 42,047 | D |
| Common | 10/27/2006 | | M | A | \$ 23,779 | 65,826 | D |
| Common | 10/27/2006 | | M | A | \$ 6,600 | 72,426 | D |
| Common | 10/27/2006 | | S | D | \$ 2,200 | 70,226 | D |
| Common | 10/27/2006 | | S | D | \$ 2,800 | 67,426 | D |

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| | | | | | | | |
|--------|------------|---|--------|---|----------|--------|---|
| Common | 10/27/2006 | S | 5,000 | D | \$ 90.01 | 62,426 | D |
| Common | 10/27/2006 | S | 25,412 | D | \$ 90 | 37,014 | D |
| Common | 10/27/2006 | S | 1,400 | D | \$ 89.92 | 35,614 | D |
| Common | 10/27/2006 | S | 1,000 | D | \$ 89.91 | 34,614 | D |
| Common | 10/27/2006 | S | 7,979 | D | \$ 89.9 | 26,635 | D |
| Common | 10/30/2006 | M | 20,132 | A | \$ 44.09 | 46,767 | D |
| Common | 10/30/2006 | S | 2,900 | D | \$ 90.1 | 43,867 | D |
| Common | 10/30/2006 | S | 100 | D | \$ 90.18 | 43,767 | D |
| Common | 10/30/2006 | S | 5,000 | D | \$ 90 | 38,767 | D |
| Common | 10/30/2006 | S | 1,000 | D | \$ 89.97 | 37,767 | D |
| Common | 10/30/2006 | S | 1,132 | D | \$ 89.95 | 36,635 | D |
| Common | 10/30/2006 | S | 5,000 | D | \$ 89.85 | 31,635 | D |
| Common | 10/30/2006 | S | 3,900 | D | \$ 89.65 | 27,735 | D |
| Common | 10/30/2006 | S | 900 | D | \$ 89.75 | 26,835 | D |
| Common | 10/30/2006 | S | 200 | D | \$ 89.76 | 26,635 | D |

| | | | | | | | | |
|--------|--|--|--|--|--|-----------|---|---|
| Common | | | | | | 4,271.476 | I | Held on behalf of Reporting Person by the Textron Savings Plan (as of October 27, 2006) |
| Common | | | | | | 272 | I | Held on behalf of Reporting Person's son |

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. 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) | \$ 62.97 | 10/27/2006 | | M | | 15,412 | | <u>(1)</u> | 12/10/2007 | Common | 15,412 |
| Employee stock option (right to buy) | \$ 40.95 | 10/27/2006 | | M | | 23,779 | | <u>(3)</u> | 01/14/2012 | Common | 23,779 |
| Employee stock option (right to buy) | \$ 44.09 | 10/27/2006 | | M | | 6,600 | | <u>(5)</u> | 01/14/2013 | Common | 6,600 |
| Employee stock option (right to buy) | \$ 44.09 | 10/30/2006 | | M | | 20,132 | | <u>(5)</u> | 01/14/2013 | Common | 20,132 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWELL MARY L TEXTRON INC. 1101 PENNSYLVANIA AVENUE, NW, SUITE 400 | | | Executive Vice President | |

WASHINGTON, DC 20004

Signatures

Michael D. Cahn,
Attorney-in-Fact

10/31/2006

__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) Vested in two equal annual installments beginning on December 11, 1998.

(2) Shares issued pursuant to the Textron 1994 Long Term Incentive Plan.

(3) Vested in two equal annual installments beginning on January 15, 2003.

(4) Shares issued pursuant to the Textron 1999 Long-Term Incentive Plan.

(5) Vested in two equal annual installments beginning on January 15, 2004.

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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