FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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(f) of the Investment Company Act of 1940

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

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

3. Date of Earliest Transaction (MM/DD/YYYY)
8/15/2008

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
X __ Officer (give title below)
_____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>8/15/2008</td>
<td>M</td>
<td>12000</td>
<td>A</td>
<td>$0</td>
<td>62186</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/15/2008</td>
<td>D</td>
<td>12000</td>
<td>D</td>
<td>$42.639</td>
<td>50186</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>10005.073</td>
<td></td>
<td>I</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
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<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>$0 (1)</td>
<td>8/15/2008</td>
<td>M</td>
<td>12000</td>
<td>(2) (2)</td>
<td>Common Stock</td>
<td>12000</td>
<td>$0</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Converts to the cash equivalent of Textron Common Stock on a 1-for-1 basis.
(2) The phantom stock vests in two annual installments, 7,000 shares on August 1, 2007 and 12,000 shares on August 1, 2008. 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 10 trading days following the vesting date.

Remarks:
All share numbers and related prices have been adjusted to reflect Textron Inc.'s two-for-one Common Stock split which occurred on August 24, 2007.

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bohlen Kenneth C</td>
<td>Director</td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td>Officer</td>
</tr>
<tr>
<td>2301 EAGLE PARKWAY, SUITE 250</td>
<td>Executive Vice President</td>
</tr>
<tr>
<td>FORT WORTH, TX 76177</td>
<td>10% Owner</td>
</tr>
</tbody>
</table>

Signatures
Ann T. Willaman, Attorney-in-Fact 8/19/2008

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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.