TEXTRON INC
Reported by
HANCOCK DAIN M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/02/08 for the Period Ending 09/30/08

Address 40 WESTMINSTER ST
PROVIDENCE, RI 02903
Telephone 4014212800
CIK 0000217346
Symbol TXT
SIC Code 6162 - Mortgage Bankers and Loan Correspondents
Fiscal Year 01/02
1. Name and Address of Reporting Person *

HANCOCK DAIN M
8881 RANDOM ROAD
FORT WORTH, TX 76179

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT ]

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

9/30/2008

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director

10% Owner

Officer (give title below)

Other (specify below)

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

X 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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Acquired or Disposed of (A) or (D)</th>
<th>Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>9/30/2008</td>
<td>A</td>
<td>1449.901</td>
<td>$40.52</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>9/30/2008</td>
<td>A</td>
<td>97.561</td>
<td>$35.68</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(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 service on the Textron Inc. Board of Directors.

Remarks:

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

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>HANCOCK DAIN M 8881 RANDOM ROAD FORT WORTH, TX 76179</td>
<td>Director, 10% Owner</td>
</tr>
</tbody>
</table>
Signatures


** Signature of Reporting Person Date

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.