TEXTRON INC
Reported by
FISH LAWRENCE K

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/02/08 for the Period Ending 06/30/08

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>$0</td>
<td>6/30/2008</td>
<td>A</td>
<td>426.148</td>
<td>$58.67</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>$0</td>
<td>6/30/2008</td>
<td>A</td>
<td>167.373</td>
<td>$54.68</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>$0</td>
<td>6/30/2008</td>
<td>A</td>
<td>426.148</td>
<td>(A)</td>
<td>(2)</td>
<td>Common Stock 426.148 $58.67 39788.919 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>$0</td>
<td>6/30/2008</td>
<td>A</td>
<td>167.373</td>
<td>(A)</td>
<td>(2)</td>
<td>Common Stock 167.373 $54.68 39956.292 D</td>
<td></td>
<td></td>
<td></td>
<td></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.
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.

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