TEXTRON INC
Reported by
YATES RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/17/08 for the Period Ending 01/15/08

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
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 *
YATES RICHARD L
( Last ) ( First ) ( Middle )

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

3. Date of Earliest Transaction (MM/DD/YYYY)
1/15/2008

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

- Director

- 10% Owner

- Officer ( give title below )
Senior VP and Controller

- Other ( specify below )

4. If Amendment, Date Original Filed (MM/DD/YYYY)

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/15/2008</td>
<td>M</td>
<td>4000 A</td>
<td>$0</td>
<td>53049</td>
<td>(D)</td>
<td>Held on behalf of Reporting Person by the Textron Savings Plan (as of January 11, 2008).</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/15/2008</td>
<td>D</td>
<td>4000 D</td>
<td>$62.567</td>
<td>49049</td>
<td>(D)</td>
<td>Held on behalf of Reporting Person's spouse by the Textron Savings Plan (as of January 11, 2008).</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3611.366</td>
<td>(I)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>191.042</td>
<td>(I)</td>
<td></td>
</tr>
</tbody>
</table>
**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>$0</td>
<td>1/15/2008</td>
<td>M</td>
<td>4000</td>
<td>(2) (2)</td>
<td>Common Stock 4000 $0 4000 D</td>
<td></td>
<td></td>
<td></td>
<td></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 three annual installments as follows: 2,000 shares on December 31, 2006; 4,000 shares on December 31, 2007; and 4,000 shares on December 31, 2008. Vested shares of phantom stock are 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 ten 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.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>YATES RICHARD L</td>
<td>Director</td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td>Officer</td>
</tr>
<tr>
<td>40 WESTMINSTER STREET</td>
<td>Senior VP and Controller</td>
</tr>
<tr>
<td>PROVIDENCE, RI 02903</td>
<td>Other</td>
</tr>
</tbody>
</table>

**Signatures**


**Signature of Reporting Person**

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.