TEXTRON INC
Reported by
ODONNELL TERRENCE

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/04/08 for the Period Ending 02/29/08

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
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*

ODONNELL TERRENCE
(Last) (First) (Middle)
TEXTRON INC., 40 WESTMINSTER STREET
(Street)
PROVIDENCE, RI 02903
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TEXTON INC [ TXT ]

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

2/29/2008

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


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

_____ Director
_____ 10% Owner
_ X _ Officer (give title below)
_____ Other (specify below)
EVP and General Counsel

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>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/1/2008</td>
<td>A</td>
<td>8407 D</td>
<td>50079</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>7340.771</td>
<td>I</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 employment with Textron Inc.

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. 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>Deferred Stock Units</td>
<td>(1)</td>
<td>A</td>
<td>4942.211</td>
<td>2/29/2008</td>
<td>Common Stock</td>
<td>$56.47</td>
<td>$80029.103</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$54.17</td>
<td>(2)</td>
<td>(2)</td>
<td>2/28/2018</td>
<td>Common Stock</td>
<td>0</td>
<td>31718</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>
Acquired pursuant to the Deferred Income Plan for Textron Key Executives.

The option vests in three equal annual installments, beginning on March 1, 2009.

Issued pursuant to the Textron 2007 Long-Term Incentive Plan.

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>ODONNELL TERRENCE</td>
<td>Director</td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td>10% Owner</td>
</tr>
<tr>
<td>40 WESTMINSTER STREET</td>
<td>Officer</td>
</tr>
<tr>
<td>PROVIDENCE, RI 02903</td>
<td>EVP and General Counsel</td>
</tr>
</tbody>
</table>

Signatures


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.