TEXTRON INC
Reported by
HANCOCK DAIN M

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
**FORM 4**

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

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**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

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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)  

6/30/2008

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

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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

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### 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. Trans. Code (Instr. 8)</th>
<th>3. Trans. Date, if any</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</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>Deferred Stock Units</td>
<td>6/30/2008</td>
<td>A</td>
<td>1044.064</td>
<td></td>
<td>1044.064</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>6/30/2008</td>
<td>A</td>
<td>57.315</td>
<td></td>
<td>57.315</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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### 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>Deferred Stock Units</td>
<td></td>
<td></td>
<td></td>
<td>A</td>
<td>1044.064</td>
<td>(2) (2)</td>
<td>Common Stock</td>
<td>1044.064</td>
<td>$58.67</td>
<td>13625.178</td>
<td></td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td></td>
<td></td>
<td></td>
<td>A</td>
<td>57.315</td>
<td>(2) (2)</td>
<td>Common Stock</td>
<td>57.315</td>
<td>$54.68</td>
<td>13682.493</td>
<td></td>
</tr>
</tbody>
</table>

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**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>
</table>
| HANCOCK DAIN M  
8881 RANDOM ROAD  
FORT WORTH, TX 76179 | X             |

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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.