TEXTRON INC
Reported by
YATES RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/04/08 for the Period Ending 03/01/08

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 or Form 5 obligations may continue. See Instruction 1(b).

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>3A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</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>Common Stock</td>
<td>3/1/2008</td>
<td></td>
<td>A</td>
<td>4957 A</td>
<td>$0 52475</td>
<td>D</td>
<td>Held on behalf of Reporting Person by the Textron Savings Plan (as of February 1, 2008).</td>
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<tr>
<td>Common Stock</td>
<td></td>
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<tr>
<td>Common Stock</td>
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<td>Held on behalf of Reporting Person's spouse by the Textron Savings Plan (as of February 1, 2008).</td>
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</table>

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

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</thead>
<tbody>
<tr>
<td>Employee Stock</td>
<td>3/1/2008</td>
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</tbody>
</table>
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Code | A | 17283 | (1) | Stock | 17283 | $0 | (2) | 17283 | D |

Explanation of Responses:

1. The option vests in three equal annual installments, beginning on March 9, 2009.
2. 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>YATES RICHARD L TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903</td>
<td>Sr. VP and Controller</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.