TEXTRON INC
Reported by
DONNELLY SCOTT C

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/07/08 for the Period Ending 07/03/08

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).

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

1. Name and Address of Reporting Person

DONNELLY SCOTT C

(Textron, Inc.

40 Westminster Street

Providence, RI 02903

Executive VP and COO

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT]

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

7/3/2008

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)

Executive VP and COO

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>Amount</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>7/3/2008</td>
<td>A</td>
<td>155893</td>
<td>$0</td>
<td>155893</td>
<td>D</td>
<td>V</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>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Date Expiration</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>Price of Derivative Security (Instr. 5)</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>Employee Stock Option - Right to Buy</td>
<td>$47.84</td>
<td>7/3/2008</td>
<td>A</td>
<td>200000</td>
<td>(1)</td>
<td>7/2/2018</td>
<td>Common Stock 200000 $0</td>
<td>D</td>
<td>200000</td>
<td>D</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The option vests in five equal annual installments, beginning on August 1, 2010.

(2) Issued pursuant to the Textron Inc. 2007 Long-Term Incentive Plan (amended and restated as of May 1, 2007).

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>DONNELLY SCOTT C</td>
<td>Director 10% Owner Officer Executive VP and COO</td>
</tr>
<tr>
<td>TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903</td>
<td></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.

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