

TEXTRON INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 11/13/02

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

TEXTRON INC

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(Securities Registration: Employee Benefit Plan)

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Address	40 WESTMINSTER ST PROVIDENCE, Rhode Island 02903
Telephone	401-421-2800
CIK	0000217346
Industry	Conglomerates
Sector	Conglomerates
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

TEXTRON INC

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

05-0315468
(I.R.S. Employer
Identification No.)

40 Westminster Street
Providence, Rhode Island 02903
(Address of Principal Executive Offices) (Zip Code)

TEXTRON 1999 LONG-TERM INCENTIVE PLAN
(Full Title of the Plan)

Michael D. Cahn
Senior Associate General Counsel - Securities
Textron Inc.
40 Westminster Street
Providence, Rhode Island 02903
(Name and Address of Agent for Service)
401-421-2800
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock .125 per value	5,000,000 shares	\$41.945	\$209,725,000	\$19,294.70

(1) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices per share of the Registrant's Common Stock on the New York Stock Exchange Composite Tape on November 11, 2002.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents are incorporated by reference in this registration statement:

- (a) Textron's Annual Report on Form 10-K for the fiscal year ended December 29, 2001.
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the registrant document referred to in (a) above.
- (c) The descriptions of Textron's Common Stock and the associated Preferred Stock Purchase Rights which are contained in registration statements filed under the Securities Exchange Act of 1934, including any amendments or reports filed for the purpose of updating such descriptions.

All documents subsequently filed by Textron and the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Item 4. Descriptions of Securities

Inapplicable.

Item 5. Interests of Named Experts and Counsel

The validity of the securities has been passed upon by Michael D. Cahn, Senior Associate General Counsel-Securities and Assistant Secretary for the Company. Mr. Cahn is a full time employee of Textron Inc. and owns and holds options to purchase, shares of Textron Common Stock.

Item 6. Indemnification of Directors and Officers

As authorized by Section 145 of the Delaware General Corporation Law, each director and officer of Textron may be indemnified by Textron against expenses (including attorney's fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred in connection with the defense or settlement of any threatened, pending or completed legal proceedings in which he or she is involved by reason of the fact that he or she is or was a director or officer of Textron if he or she acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of Textron and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe that his or her conduct was unlawful. If the legal proceeding, however, is by or in the right of Textron, the director or officer may not be indemnified in respect of any claim, issue or matter as to which he or she shall have been adjudged to be liable to Textron unless and to the extent that a court determines otherwise.

Textron's by-laws require Textron to indemnify each officer and director to the fullest extent permitted by law. In addition, Textron maintains directors' and officers' liability policies.

Article Sixth of Textron's restated certificate of incorporation provides that, to the fullest extent permitted by law, directors of Textron will not be liable for monetary damages to Textron or its stockholders for breaches of their fiduciary duties.

Item 7. Exemption from Registration Claimed

Inapplicable.

Item 8. Exhibits

5 Opinion and Consent of Michael D. Cahn, Senior Associate General Counsel-Securities and Assistant Secretary of Textron.

23 Consent of Ernst & Young LLP.

24 Power of Attorney.

Item 9. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the date of the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a material change in the information set forth in the registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously included in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Providence, and State of Rhode Island, on this 13th day of November, 2002.

TEXTRON INC.

(Registrant)

s/ Michael D. Cahn

Michael D. Cahn

By: Senior Associate General Counsel-

<u>Name</u>	<u>Title</u>
* (Lewis B. Campbell)	Chairman, President and Chief Executive Officer (principal executive officer) Director
* (H. Jesse Arnelle)	Director
* (Teresa Beck)	Director
* (R. Stuart Dickson)	Director
* (Lawrence K. Fish)	Director
* (Joe T. Ford)	Director
* (Paul Gagné)	Director
* (John D. Macomber)	Director
* Lord Powell of Bayswater KCMG)	Director
* (Brian H. Rowe)	Director

*

.....
(Sam F. Segnar)

Director

*

.....
(Martin D. Walker)

Director

*

.....
(Thomas B. Wheeler)

Director

*

.....
(Theodore R. French)

Executive Vice President and Chief Financial Officer
(principal financial officer)

*

.....
(Richard L. Yates)

Vice President and Controller (principal accounting
officer)

*By: /s/Michael D. Cahn
Michael D. Cahn
Attorney-in-fact

EXHIBIT INDEX

<u>Exhibit No</u>	<u>Description</u>
5	Opinion and Consent of Michael D. Cahn, Senior Associate General Counsel-Securities and Assistant Secretary of Textron.
23	Consent of Ernst & Young LLP.
24	Power of Attorney.

November 13, 2002

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, DC 20549

Re: Registration Statement on Form S-8

Dear Sir/Madam:

I am Senior Associate General Counsel-Securities and Assistant Secretary of Textron Inc., a Delaware corporation ("Textron"). As such I have acted as its counsel in connection with the preparation and filing by Textron of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 with respect to the proposed future issuance by Textron of up to 5,000,000 additional shares of its Common Stock, par value \$.125 per share (the "Securities"), pursuant to the Textron 1999 Long-Term Incentive Plan.

I am familiar with Textron's Restated Certificate of Incorporation and By-laws, each as amended to date, and I have examined such corporate proceedings of Textron and such matters of law as I have deemed necessary to enable me to render this opinion.

Based upon the foregoing, it is my opinion that when the Securities have been sold as described in the Registration Statement, they will be legally issued, full paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/Michael D. Cahn

Michael D. Cahn

Senior Associate General Counsel-Securities
and Assistant Secretary

Exhibit 23

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Textron 1999 Long-Term Incentive Plan of Textron Inc. of our report dated January 24, 2002, with respect to the consolidated financial statements of Textron Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 29, 2001 and the related financial statement schedules included

therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
November 13, 2002

Exhibit 24

POWER OF ATTORNEY

The undersigned, Textron Inc. ("Textron"), a Delaware corporation, and the undersigned directors and officers of Textron, do hereby constitute and appoint Terrence O'Donnell, Arnold M. Friedman and Michael D. Cahn, and each of them, with full powers of substitution, their true and lawful attorneys and agents to do or cause to be done any and all acts and things and to execute and deliver any and all instruments and documents which said attorneys and agents, or any of them, may deem necessary or advisable in order to enable Textron to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the Registration under the Securities Act of 1933, as amended, of the offering of up to 5,000,000 additional shares of Textron's Common Stock pursuant to the Textron 1999 Long-Term Incentive Plan, including specifically, but without limitation, power and authority to sign the names of the undersigned directors and officers in the capacities indicated below and to sign the names of such officers on behalf of Textron to the Registration Statement filed with the Securities and Exchange Commission in respect of such offering of common stock, to any and all amendments to such Registration Statement (including post-effective amendments), and to any instruments or documents or other writings of which the original or copies thereof are to be filed as a part of or in connection with such Registration Statement or amendments thereto, and to file or cause to be filed the same with the Securities and Exchange Commission; and each of the undersigned hereby ratifies and confirms all that such attorneys and agents, and each of them, shall do or cause to be done hereunder, and such attorneys and agents, and each of them, shall have, and may exercise, all of the powers hereby conferred.

IN WITNESS WHEREOF, Textron has caused this Power of Attorney to be executed and delivered in its name and on its behalf by the undersigned duly authorized officer and its corporate seal affixed, and each of the undersigned has signed his or her name hereto, on this 23rd day of October, 2002.

TEXTRON INC.

/s/Lewis B. Campbell
Lewis B. Campbell
Chairman, President and
Chief Executive Officer

ATTEST:

/s/Frederick K. Butler
Frederick K. Butler
Vice President and Secretary

/s/Lewis B. Campbell
Lewis B. Campbell
Chairman, President and
Chief Executive Officer

/s/Lord Powell of Bayswater KCMG
Lord Powell of Bayswater KCMG
Director

/s/H. Jesse Arnelle
H. Jesse Arnelle
Director

/s/Brian H. Rowe
Brian H. Rowe
Director

/s/Teresa Beck
Teresa Beck
Director

/s/Sam F. Segnar
Sam F. Segnar
Director

/s/R. Stuart Dickson
R. Stuart Dickson
Director

/s/Martin D. Walker
Martin D. Walker
Director

/s/Lawrence K. Fish
Lawrence K. Fish
Director

/s/Thomas B. Wheeler
Thomas B. Wheeler
Director

/s/Joe T. Ford
Joe T. Ford
Director

/s/Theodore R. French
Theodore R. French
Executive Vice President
and Chief Financial Officer
(principal financial officer)

/s/Paul E. Gagné
Paul E. Gagné
Director

/s/Richard L. Yates
Richard L. Yates
Vice President and Controller
(principal accounting officer)

/s/John D. Macomber
John D. Macomber
Director

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