

TEXTRON INC

Reported by
FRENCH TED R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/04/07 for the Period Ending 12/31/01

| | |
|-------------|---|
| 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**

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

**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 * FRENCH TED R (Last) (First) (Middle) TEXTRON INC., 40 WESTMINSTER STREET (Street) PROVIDENCE, RI 02903 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol TEXTRON INC [TXT] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/31/2001</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <input checked="" type="checkbox"/> X ___ Officer (give title below) ___ Other (specify below) Executive VP and CFO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 | | |

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | | | |

| Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|---|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Phantom Stock | (1) | 12/31/2001 | | A | | 396.584 | | (2) | (2) | Common Stock | 396.584 | (3) | 403.433 (4) | D | |
| Phantom Stock | (1) | 12/31/2002 | | A | | 428.634 (5) | | (2) | (2) | Common Stock | 428.634 (5) | (5) | 852.39 (4) | D | |
| Phantom Stock | (1) | 12/31/2003 | | A | | 217.843 (6) | | (2) | (2) | Common Stock | 217.843 (6) | (6) | 1104.764 (4) | D | |
| Phantom Stock | (1) | 12/31/2004 | | A | | 253.046 (7) | | (2) | (2) | Common Stock | 253.046 (7) | (7) | 1384.83 (4) | D | |
| Phantom Stock | (1) | 12/31/2005 | | A | | 327.663 (8) | | (2) | (2) | Common Stock | 327.663 (8) | (8) | 1742.205 (4) | D | |
| Phantom Stock | (1) | 12/31/2006 | | A | | 269.791 (9) | | (2) | (2) | Common Stock | 269.791 (9) | (9) | 2045.322 (4) | D | |
| Phantom Stock | (1) | 7/31/2007 | | A | | 135.793 (10) | | (2) | (2) | Common Stock | 135.793 (10) | (10) | 2197.867 (4) | D | |

Explanation of Responses:

- (1) Each share of phantom stock 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.

- (3) Price per share ranges from \$34.98 to \$57.77.
- (4) Acquired pursuant to the Supplemental Savings Plan for Textron Key Executives; total includes phantom shares acquired in dividend reinvestment transactions not required to be reported.
- (5) Monthly contributions made during FY2002 as follows: 223.729 shares between 1-1-02 and 7-31-02 at prices ranging from \$40.07 to \$50.71 per share; 37.382 shares on 8-31-02 @ \$39.03/share; 40.138 shares on 9-30-02 @ \$36.35/share; 38.762 shares on 10-31-02 @ \$37.64/share; 44.128 shares on 11-30-02 @ \$42.49/share; and 44.495 shares on 12-31-02 @ \$42.14/share.
- (6) Monthly contributions made during FY2003 as follows: 44.59 shares on 1-31-03 @ \$42.05/share; 50.04 shares on 2-28-03 @ \$37.47/share; 59.242 shares on 3-31-03 @ \$31.65/share; and 63.971 shares on 4-30-03 at \$29.31/share.
- (7) Monthly contributions made during FY2004 as follows: 17.286 shares on 1-31-04 @ \$56.75/share; 15.533 shares on 2-29-04 @ \$55.11/share; 15.943 shares on 3-31-04 @ \$53.69/share; 15.666 shares on 4-30-04 @ \$54.64/share; 15.896 shares on 5-31-04 @ \$53.85/share; 14.887 shares on 6-30-04 @ \$57.50/share; 21.84 shares on 7-31-04 @ \$58.79/share; 27.183 shares on 8-31-04 @ \$62.98/share; 27.127 shares on 9-30-04 @ \$63.11/share; 26.121 shares on 10-31-04 @ \$65.54/share; 23.984 shares on 11-30-04 @ \$71.38/share; and 31.58 shares on 12-31-04 @ \$73.40/share.
- (8) Monthly contributions made during FY2005 as follows: 23.935 shares on 1-31-05 @ \$70.69/share; 27.518 shares on 2-28-05 @ \$75.47/share; 24.494 shares on 3-31-05 @ \$76.94/share; 25.198 shares on 4-30-05 @ \$74.79/share; 24.472 shares on 5-31-05 @ \$77.01/share; 24.604 shares on 6-30-05 @ \$76.60/share; 36.939 shares on 7-31-05 @ \$76.53/share; 25.694 shares on 8-31-05 @ \$73.35/share; 26.992 shares on 9-30-05 @ \$69.82/share; 26.574 shares on 10-31-05 @ \$70.92/share; 24.88 shares on 11-30-05 @ \$75.75/share; and 36.363 shares on 12-31-05 @ \$77.74/share.
- (9) Monthly contributions made during FY2006 as follows: 23.498 shares on 1-31-06 @ \$78.57/share; 21.756 shares on 2-28-06 @ \$84.86/share; 20.22 shares on 3-31-06 @ \$91.30/share; 20.106 shares on 4-30-06 @ \$91.82/share; 19.734 shares on 5-31-06 @ \$93.55/share; 31.416 shares on 6-30-06 @ \$88.15/share; 20.472 shares on 7-31-06 @ \$90.18/share; 21.042 shares on 8-31-06 @ \$87.74/share; 22.03 shares on 9-30-06 @ \$83.80/share; 20.5 shares on 10-31-06 @ \$90.06/share; 19.878 shares on 11-30-06 @ \$92.87/share; and 29.139 shares on 12-31-06 @ \$95.04/share.
- (10) Monthly contributions made between January and July 2007 as follows: 19.266 shares on 1-31-07 @ \$94.83/share; 19.078 shares on 2-28-07 @ \$95.76/share; 20.21 shares on 3-31-07 @ \$90.40/share; 18.888 shares on 4-30-07 @ \$96.72/share; 17.496 shares on 5-31-07 @ \$104.42/share; 25.155 shares on 6-30-07 @ \$108.94/share; and 15.7 shares on 7-31-07 @ \$116.36/share.

Remarks:

The numbers of shares and share prices reported hereby have not been adjusted to reflect Textron Inc.'s two-for-one Common Stock split which occurred on August 24, 2007.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRENCH TED R TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903 | | | Executive VP and CFO | |

Signatures

/s/ Ann T. Willaman, Attorney-in-Fact

12/4/2007

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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