

**TEXTRON INC**  
Reported by  
**CAMPBELL LEWIS B**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 04/30/08 for the Period Ending 04/28/08

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**

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**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

<b>1. Name and Address of Reporting Person *</b>  <b>CAMPBELL LEWIS B</b> <small>(Last) (First) (Middle)</small>  <b>TEXTRON INC., 40 WESTMINSTER STREET</b> <small>(Street)</small>  <b>PROVIDENCE 02903</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TEXTRON INC [ TXT ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/28/2008</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman, President and CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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)	Price			
Common Stock	4/28/2008		S		11600	D	\$61.16	761452.3192 (1)	D	
Common Stock	4/28/2008		S		100	D	\$61.165	761352.3192 (1)	D	
Common Stock	4/28/2008		S		100	D	\$61.1675	761252.3192 (1)	D	
Common Stock	4/28/2008		S		14129	D	\$61.17	747123.3192 (1)	D	
Common Stock	4/28/2008		S		300	D	\$61.175	746823.3192 (1)	D	
Common Stock	4/28/2008		S		100	D	\$61.1775	746723.3192 (1)	D	
Common Stock	4/28/2008		S		4500	D	\$61.18	742223.3192 (1)	D	
Common Stock	4/28/2008		S		500	D	\$61.1825	741723.3192 (1)	D	
Common Stock	4/28/2008		S		3889	D	\$61.19	737834.3192 (1)	D	
Common Stock	4/28/2008		S		200	D	\$61.1925	737634.3192 (1)	D	
Common Stock	4/28/2008		S		24362	D	\$61.20	713272.3192 (1)	D	
Common Stock	4/28/2008		S		1000	D	\$61.205	712272.3192 (1)	D	
Common Stock	4/28/2008		S		500	D	\$61.2075	711772.3192 (1)	D	
Common Stock	4/28/2008		S		10662	D	\$61.21	701110.3192 (1)	D	
Common Stock	4/28/2008		S		200	D	\$61.2125	700910.3192 (1)	D	
Common Stock	4/28/2008		S		300	D	\$61.215	700610.3192 (1)	D	
Common Stock	4/28/2008		S		8121	D	\$61.22	692489.3192 (1)	D	

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/28/2008		S		500	D	\$61.2225	691989.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		200	D	\$61.225	691789.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		20187	D	\$61.23	671602.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		7400	D	\$61.235	664202.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		300	D	\$61.2375	663902.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		25079	D	\$61.24	638823.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		100	D	\$61.2425	638723.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		600	D	\$61.245	638123.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		100	D	\$61.2475	638023.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		200	D	\$61.248	637823.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		100359	D	\$61.25	537464.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		600	D	\$61.2525	536864.3192 <sup>(1)</sup>	D	
Common Stock	4/28/2008		S		800	D	\$61.255	536064.3192 <sup>(1)</sup>	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				

**Explanation of Responses:**

(1) Includes 30,601.352 shares acquired pursuant to a dividend reinvestment feature of Reporting Person's Retention Award.

**Remarks:**

Remarks:

Filing 4 of 6. Related transactions effected by Reporting Person on April 28, 2008 are reported on additional Forms 4 filed on behalf of Reporting Person on April 30, 2008.

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**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>CAMPBELL LEWIS B TEXTRON INC. 40 WESTMINSTER STREET</b>	<b>X</b>		<b>Chairman, President and CEO</b>	

**Signatures**

**Ann T. Willaman, Attorney-in-Fact**

**4/30/2008**

\*\* 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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