

TEXTRON INC
Reported by
YATES RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/23/07 for the Period Ending 10/19/07

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

1. Name and Address of Reporting Person * YATES RICHARD L <small>(Last) (First) (Middle)</small> TEXTRON INC., 40 WESTMINSTER STREET <small>(Street)</small> PROVIDENCE, RI 02903 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol TEXTRON INC [TXT] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/19/2007</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior VP and Controller 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)				Price
Common Stock	10/19/2007		M		2668	A	\$37.4687	45046	D	
Common Stock	10/19/2007		F		1527	D	\$65.46 ⁽¹⁾	43519	D	
Common Stock	10/19/2007		M		2738	A	\$36.5156	46257	D	
Common Stock	10/19/2007		F		1527	D	\$65.46 ⁽²⁾	44730	D	
Common Stock	10/19/2007		M		3828	A	\$26.11	48558	D	
Common Stock	10/19/2007		F		1526	D	\$65.46 ⁽³⁾	47032	D	
Common Stock	10/19/2007		M		3544	A	\$28.215	50576	D	
Common Stock	10/19/2007		F		1527	D	\$65.46 ⁽⁴⁾	49049	D	
Common Stock								3543.925	I	Held on behalf of Reporting Person by the Textron Savings Plan (as of September 30, 2007).
Common Stock								189.707	I	Held on behalf of Reporting Person's spouse by the Textron Savings Plan (as of September 30, 2007).

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

1. Title of Derivative 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						
Employee stock option (right to buy)	\$37.4687	10/19/2007		M			2668	12/10/1999	12/9/2008	Common Stock	2668	\$0 ⁽⁵⁾	14332	D			
Employee stock option (right to buy)	\$36.5156	10/19/2007		M			2738	12/15/2000	12/14/2009	Common Stock	2738	\$0 ⁽⁵⁾	14262	D			
Employee stock option (right to buy)	\$26.11	10/19/2007		M			2000	3/1/2002	2/28/2011	Common Stock	2000	\$0 ⁽⁵⁾	2000	D			
Employee stock option (right to buy)	\$26.11	10/19/2007		M			1828	3/1/2003	2/28/2011	Common Stock	1828	\$0 ⁽⁵⁾	172	D			
Employee stock option (right to buy)	\$28.215	10/19/2007		M			3544	2/12/2005	2/11/2014	Common Stock	3544	\$0 ⁽⁵⁾	17456	D			

Explanation of Responses:

- (1) The exercise price for 2,668 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$9.21 cash.
- (2) The exercise price for 2,738 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$22.36 cash.
- (3) The exercise price for 3,828 shares was paid by delivery of 1,526 shares of Textron Inc. Common Stock and \$57.12 cash.
- (4) The exercise price for 3544 shares was paid by delivery of 1,527 shares of Textron Inc. Common Stock and \$36.54 cash.
- (5) Issued pursuant to the Textron 1999 Long-Term Incentive Plan.

Remarks:

All share numbers and 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
YATES RICHARD L TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			Senior VP and Controller	

Signatures

Ann T. Willaman, Attorney-in-Fact

10/23/2007

** 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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