

# TEXTRON INC

Reported by  
**HOWELL MARY L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/31/06 for the Period Ending 10/27/06

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



**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			S		5000	D	\$89.85	31635	D	
Common	10/30/2006		S		3900	D	\$89.65	27735	D	
Common	10/30/2006		S		900	D	\$89.75	26835	D	
Common	10/30/2006		S		200	D	\$89.76	26635	D	
Common								4271.476	I	Held on behalf of Reporting Person by the Textron Savings Plan (as of October 27, 2006)
Common								272	I	Held on behalf of Reporting Person's son

**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				
Employee stock option (right to buy)	\$62.97	10/27/2006		M		15412		(1)	12/10/2007	Common	15412	\$0 (2)	0	D	
Employee stock option (right to buy)	\$40.95	10/27/2006		M		23779		(3)	1/14/2012	Common	23779	\$0 (4)	0	D	
Employee stock option (right to buy)	\$44.09	10/27/2006		M		6600		(5)	1/14/2013	Common	6600	\$0 (4)	20132	D	
Employee stock option (right to buy)	\$44.09	10/30/2006		M		20132		(5)	1/14/2013	Common	20132	\$0 (4)	0	D	

**Explanation of Responses:**

- (1) Vested in two equal annual installments beginning on December 11, 1998.
- (2) Shares issued pursuant to the Textron 1994 Long Term Incentive Plan.
- (3) Vested in two equal annual installments beginning on January 15, 2003.
- (4) Shares issued pursuant to the Textron 1999 Long-Term Incentive Plan.
- (5) Vested in two equal annual installments beginning on January 15, 2004.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL MARY L TEXTRON INC. 1101 PENNSYLVANIA AVENUE, NW, SUITE 400 WASHINGTON, DC 20004			Executive Vice President	

## Signatures

Michael D. Cahn, Attorney-in-Fact

10/31/2006

\*\* 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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