

UNITED INDUSTRIAL CORP /DE/

Reported by
TEXTRON INC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/26/07 for the Period Ending 11/21/07

Address	124 INDUSTRY LANE HUNT VALLEY, MD 21030
Telephone	(410) 628-3500
CIK	0000101271
SIC Code	3690 - Miscellaneous Electrical Machinery, Equipment,
Industry	Aerospace & Defense
Sector	Capital Goods
Fiscal Year	12/31

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
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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 * TEXTRON INC (Last) (First) (Middle) 40 WESTMINSTER STREET (Street) PROVIDENCE, RI 02903 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol UNITED INDUSTRIAL CORP /DE/ [UIC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/21/2007</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	11/21/2007		P		33400	A	\$81.00	8451023 (1)	D	
Common Stock	11/21/2007		P		7000	A	\$80.99	8458023 (1)	D	
Common Stock	11/21/2007		P		1500	A	\$80.98	8459523 (1)	D	
Common Stock	11/23/2007		P		15300	A	\$81.00	8474823 (1)	D	
Common Stock	11/23/2007		P		3400	A	\$80.99	8478223 (1)	D	
Common Stock	11/26/2007		P		10900	A	\$80.99	8565443 (1) (2)	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) Marco Acquisition Sub Inc., a Delaware corporation ("Marco") and a wholly owned subsidiary of Textron Inc., is the registered owner of these securities.
- (2) Total includes 76,320 shares previously tendered subject to notices of guaranteed delivery pursuant to the cash tender offer for the outstanding shares of UIC common stock that expired on November 13, 2007. These shares have since been delivered and purchased by Marco.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEXTRON INC 40 WESTMINSTER STREET PROVIDENCE, RI 02903		X		

Signatures

/s/ Ann T. Willaman, Assistant Secretary

11/26/2007

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.