

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

1. Name and Address of Reporting Person * CAMPBELL LEWIS B (Last) (First) (Middle) TEXTRON INC., 40 WESTMINSTER STREET (Street) PROVIDENCE 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">4/28/2008</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <p align="center">Chairman, President and CEO</p>
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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	4/28/2008		M		145614	A	\$22.7812	513989.3192 (1)	D	
Common Stock	4/28/2008		M		147262	A	\$36.5156	661251.3192 (1)	D	
Common Stock	4/28/2008		M		81254	A	\$36.3906	742505.3192 (1)	D	
Common Stock	4/28/2008		M		200000	A	\$37.4687	942505.3192 (1)	D	
Common Stock	4/28/2008		S		3605	D	\$60.50	938900.3192 (1)	D	
Common Stock	4/28/2008		S		100	D	\$60.505	938800.3192 (1)	D	
Common Stock	4/28/2008		S		100	D	\$60.507	938700.3192 (1)	D	
Common Stock	4/28/2008		S		1695	D	\$60.51	937005.3192 (1)	D	
Common Stock	4/28/2008		S		300	D	\$60.52	936705.3192 (1)	D	
Common Stock	4/28/2008		S		200	D	\$60.525	936505.3192 (1)	D	
Common Stock	4/28/2008		S		100	D	\$60.5275	936405.3192 (1)	D	
Common Stock	4/28/2008		S		1200	D	\$60.53	935205.3192 (1)	D	
Common Stock	4/28/2008		S		1100	D	\$60.535	934105.3192 (1)	D	
Common Stock	4/28/2008		S		200	D	\$60.54	933905.3192 (1)	D	
Common Stock	4/28/2008		S		2500	D	\$60.55	931405.3192 (1)	D	
Common Stock	4/28/2008		S		501	D	\$60.56	930904.3192 (1)	D	
Common Stock	4/28/2008		S		400	D	\$60.57	930504.3192 (1)	D	

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/28/2008		S		200	D	\$60.58	930304.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		1900	D	\$60.59	928404.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		1100	D	\$60.60	927304.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		150	D	\$60.605	927154.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		1200	D	\$60.61	925954.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		1042	D	\$60.62	924912.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		1172	D	\$60.63	923740.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		3800	D	\$60.64	919940.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		1025	D	\$60.65	918915.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		2855	D	\$60.66	916060.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		100	D	\$60.6675	915960.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		400	D	\$60.68	915560.3192 ⁽¹⁾	D	
Common Stock	4/28/2008		S		700	D	\$60.69	914860.3192 ⁽¹⁾	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				
Employee Stock Option (right to buy)	\$22.7812	4/28/2008		M		70614	12/13/2001	12/12/2010	Common Stock	70614	\$0	75000	D	
Employee Stock Option (right to buy)	\$22.7812	4/28/2008		M		75000	12/13/2002	12/13/2010	Common Stock	75000	\$0	0	D	
Employee Stock Option (right to buy)	\$36.5156	4/28/2008		M		75000	12/15/2000	12/14/2001	Common Stock	75000	\$0	75000	D	
Employee Stock Option (right to buy)	\$36.5156	4/28/2008		M		72262	12/15/2001	12/14/2009	Common Stock	72262	\$0	2738	D	
Employee Stock Option (right to buy)	\$36.3906	4/28/2008		M		42000	7/1/1999	6/30/2008	Common Stock	42000	\$0	42000	D	
Employee Stock Option (right to buy)	\$36.3906	4/28/2008		M		39254	7/1/2000	6/30/2008	Common Stock	39254	\$0	2746	D	
Employee Stock Option (right to buy)	\$37.4687	4/28/2008		M		100000	12/10/1999	12/9/2008	Common Stock	100000	\$0	100000	D	
Employee Stock Option (right to buy)	\$37.4687	4/28/2008		M		100000	12/10/2000	12/9/2008	Common Stock	100000	\$0	0	D	

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 1 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
CAMPBELL LEWIS B TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE 02903	X		Chairman, President and CEO	

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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