

TEXTRON INC

Reported by WHEELER THOMAS B

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/02/08 for the Period Ending 09/30/08

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





[] 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 *				2. Issuer Name and Ticker or Trading Symbol						g Symbo		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
HOMA	S B														_
(First)	(Mid	dle)	3.	3. Date of Earliest Transaction (MM/DD/YYYY)							below) _		Owner (specify		
ENA ST	REET	, BOX				9	9/30/20	008			below)				
(Street)										d		6. Individual or Joint/Group Filing (Check Applicable Line)			
OUTH	, MA 0	2574									V F	1-11	D D		
(City) (State) (Zip)												Form filed by More than One Reporting Person			
	Table I	- Non-I)eriv	ati	ve Securit	ies	Acquir	ed, I	Dispos	ed of, or	Beneficially	y Owned			
· · · · · · · · · · · · · · · · · · ·			2. Tra Date	ins.	2A. Deemed Execution Date, if any	Co	de str. 8)	Acquir Dispos	red (A) o sed of (D	Following Reported To (Instr. 3 and 4)				Ownership Form: Direct (D) or Indirect (I) (Instr.	7. Nature of Indirect Beneficial Ownership (Instr. 4)
le II - Dei	rivative	Securitie	es Be	nef	icially Ov				1		nts, options,	, convert	ible secur	<u> </u>	
Security (Instr. 3) Conversion or Exercise Price of Date Date		3A. Deemed Execution Date, if any	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)		Derivative Security (Instr. 5)	of derivative Securities Beneficially Owned	Ownership of Indi Form of Benefic Derivative Owner Security: Direct (D)	Beneficial	
			Code	v	(A)	(D)	Date Exercisal			Title	Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	
. (1)	9/30/2008		A		616.979		(2)		(2)	Common	616.979	\$40.52	69587.101	D	
\$0 (1)										Stock					
	(First) ENA ST (Street) (OUTH (State) 2. Conversion or Exercise Price of Derivative Security	(First) (Mid ENA STREET (Street) IOUTH, MA 0 (State) (Zip) Table I 2. Conversion or Exercise Price of Derivative Security	(Street) (Street) (Street) (OUTH, MA 02574 (State) (Zip) Table I - Non-I 2. Conversion or Exercise Price of Derivative Security Acceptage Acceptage Acceptage Acceptage Acceptage (Middle) (Street) Acceptage (All distributions) (Middle) (Street) (All distributions) (All distributions)	FHOMAS B (First) (Middle) SENA STREET, BOX (Street) 4. (IOUTH, MA 02574 (State) (Zip) Table I - Non-Deriv 2. Trans Date 2. Trans Conversion or Exercise Price of Derivative Security Demoder Exercise Price of Derivative Security Accordance Code Code Code Code Code	THOMAS B (First) (Middle) 3. Date (Street) (Street) (Street) (Street) 4. If (MM/I) (MM/I) (MM/I) (State) (Zip) Table I - Non-Derivati 2. Trans. Date 3. Trans. Date 4. Trans. Code (Instr. any) Code V Code V	TEXTRON TEXTRON 3. Date of Early 3. Date of Early 4. If Amendme (MM/DD/YYYY) Table I - Non-Derivative Securit 2. Trans. Date 2. Trans. Date 2. Trans. Date 2. Trans. Deemed Execution Date, if any 2. Trans. Deemed Execution Date, if any 3. Date 2. Trans. Deemed Execution Date, if any 3. Date 3. Trans. Deemed Execution Date, if any 3. Trans. Code (Instr. Acquired (A) Disposed of (Instr. 3, 4 an) Code V (A)	TEXTRON IN (Street) (Street) (Street) (Street) (Street) (Street) (State) (State) (State) (State) (State) (Zip) (State) (Zip) (Street) (State) (Zip) (A) (State) (Zip) (A) (Be II - Derivative Securities Beneficially Owner of Derivative Security (Instr. 3, 4 and 5) (Code V (A) (D)	TEXTRON INC [T Street St	TEXTRON INC [TXT] (Middle) 3. Date of Earliest Transaction 9/30/2008 (Street) 4. If Amendment, Date Origina (MM/DD/YYYY) (State) 4. If Amendment, Date Origina (MM/DD/YYYY) Table I - Non-Derivative Securities Acquired, I 2. Trans. Date Date Date Date, if any 2. Trans. Conversion Date, if any Date Date Date Deemed Date, if any Date Date Deemed Date, if any Date Date Decemed Date, if any Date Decemed Code Receptives Price of Derivative Securities Reception Date, if any Date Decemed Code Receptives Price of Derivative Securities Price of Derivative Security Code V (A) Date Exercisable Date Code V (A) Date Exercisable Date Exercisable Date Code V (A) Code V (A) Date Exercisable Date Date Exercisable Date Date Exercisable Date Exercisable Date Date Date Exercisable Date Date Exercisable Date Date Date Exercisable Date Date Date Exercisable Date Date Date Exercisable Date Date Date Date Exercisable Date Date Date Exercisable Date Date Date Date Exercisable Date Date Date Exercisable Date Date Date Date Exercisable Date Date Date Date Exercisable Date Date Date Date Date Date Date Dat	TEXTRON INC [TXT] (Middle) 3. Date of Earliest Transaction (MM/D (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) Table I - Non-Derivative Securities Acquired, Dispose Date, if any 2. Trans. Date Deemed Execution (Instr. 8) Code V Amount (D) (Instr. 3, 4 and 5) Date Derivative Securities Date (Instr. 3, 4 and 5) Date Code V (A) (D) Date Exercisable Expiration Date Code V (A) (D) Date Exercisable Expiration Date Expiration Date Code V (A) (D) Date Exercisable Expiration Date	TEXTRON INC [TXT] 3. Date of Earliest Transaction (MM/DD/YYYY) ENA STREET, BOX (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, on Date (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Code V Amount (D) Price Reference of Date, if any (Date Deemed Execution Date, if any (Code V (Instr. 3, 4 and 5) (Instr. 3, 4 and 5)	(Check all Check all Check all First) (Middle) (Street) 3. Date of Earliest Transaction (MM/DD/YYYY) 9/30/2008 (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 6. Individual Applicable Liver (State) (Zip) 2. Trans. Date Date (Instr. 3, 4 and 5) 2. Trans. Date Demend Execution Date, if any Date of Exercisable Date, if any Date of Exercisable Date, if any Date of Exercisable Date, if any Date of Derivative Securities Acquired (A) or Derivative Securities Derivative Securities Acquired (A) or Derivative Securities Derivative Securities Derivative Securities Derivative Securities Acquired (A) or Derivative Securities Derivative Securities Acquired (A) or Derivative Securities Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Security (Instr. 3 and 4) 2. Conversion Date of Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Security (Instr. 3 and 4) 2. Conversion Date of Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Security (Instr. 3 and 4) 3. Trans. Deemed Execution Date Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Security (Instr. 3 and 4) 3. Trans. Code V Amount (D) Price Securities Acquired (A) or Derivative Security (Instr. 3 and 4) 4. Deemed Execution Date Securities Acquired (A) or Derivative Security (Instr. 3 and 4)	Check all applicable X _ Director _ Officer (give title below)	Check all applicable Check all applicable	(Check all applicable) TEXTRON INC [TXT] 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (State) (Sta

Explanation of Responses:

- (1) Each deferred stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (2) Payable in cash upon the conclusion of Reporting Person's service on the Textron Inc. Board of Directors.

All unit 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						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
WHEELER THOMAS B 22 NASHAWENA STREET, BOX 33	X						

WEST FALMOUTH, MA 02574		
Signatures		
/s/ Ann T. Willaman, Attorney-in-Fact	10/2/2008	
** C' C D C D	Date	

** Signature of Reporting Person

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.