

TEXTRON INC
Reported by
ODONNELL TERRENCE

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/04/07 for the Period Ending 12/31/00

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 * ODONNELL TERRENCE (Last) (First) (Middle) TEXTRON INC., 40 WESTMINSTER STREET (Street) PROVIDENCE, RI 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">12/31/2000</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) EVP and General Counsel 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			

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				
Phantom Stock	(1)	12/31/2000		A		158.854		(2)	(2)	Common Stock	158.854	(3)	161.045 (4)	D	
Phantom Stock	(1)	12/31/2001		A		281.667		(2)	(2)	Common Stock	281.667	(5)	451.997 (4)	D	
Phantom Stock	(1)	12/31/2002 (6)		A		280.308 (6)		(2)	(2)	Common Stock	280.308 (6)	(6)	751.488 (4)	D	
Phantom Stock	(1)	12/31/2003 (7)		A		130.706 (7)		(2)	(2)	Common Stock	130.706 (7)	(7)	910.808 (4)	D	
Phantom Stock	(1)	12/31/2004 (8)		A		150.603 (8)		(2)	(2)	Common Stock	150.603 (8)	(8)	1083.019 (4)	D	
Phantom Stock	(1)	12/31/2005 (9)		A		217.143 (9)		(2)	(2)	Common Stock	217.143 (9)	(9)	1323.001 (4)	D	
Phantom Stock	(1)	12/31/2006 (10)		A		171.43 (10)		(2)	(2)	Common Stock	171.43 (10)	(10)	1519.378 (4)	D	
Phantom Stock	(1)	7/31/2007 (11)		A		85.766 (11)		(2)	(2)	Common Stock	85.766 (11)	(11)	1617.513 (4)	D	

Explanation of Responses:

- (1) Each share of phantom stock 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 employment with Textron Inc.
- (3) Price per share ranges from \$45.26 to \$66.49.
- (4) Acquired pursuant to the Supplemental Savings Plan for Textron Key Executives; total includes phantom shares acquired in dividend reinvestment transactions not required to be reported.
- (5) Price per share ranges from \$34.98 to \$57.77.
- (6) Monthly contributions made during FY2002 as follows: 153.345 shares between 1-1-02 and 7-31-02 at prices ranging from \$40.07 to \$50.71 per share; 25.621 shares on 8-31-02 @ \$39.03/share; 27.51 shares on 9-30-02 @ \$36.35/share; 26.567 shares on 10-31-02 @ \$37.64/share; 23.535 shares on 11-30-02 @ \$42.49/share; and 23.73 shares on 12-31-02 @ \$42.14/share.
- (7) Monthly contributions made during FY2003 as follows: 26.754 shares on 1-31-03 @ \$42.05/share; 30.024 shares on 2-28-03 @ \$37.47/share; 35.545 shares on 3-31-03 @ \$31.65/share; and 38.383 shares on 4-30-03 @ \$29.31/share.
- (8) Monthly contributions made during FY2004 as follows: 10.573 shares on 1-31-04 @ \$56.75/share; 9.254 shares on 2-29-04 @ \$55.11/share; 9.499 shares on 3-31-04 @ \$53.69/share; 9.334 shares on 4-30-04 @ \$54.64/share; 9.471 shares on 5-31-04 @ \$53.85/share; 8.87 shares on 6-30-04 @ \$57.50/share; 13.012 shares on 7-31-04 @ \$58.79/share; 16.196 shares on 8-31-04 @ \$62.98/share; 16.162 shares on 9-30-04 @ \$63.11/share; 15.563 shares on 10-31-04 @ \$65.54/share; 14.29 shares on 11-30-04 @ \$71.38/share; and 18.379 shares on 12-31-04 @ \$73.40/share.
- (9) Monthly contributions made during FY2005 as follows: 20.724 shares on 1-31-05 @ \$70.69/share; 18.856 shares on 2-28-05 @ \$75.47/share; 15.746 shares on 3-31-05 @ \$76.94/share; 16.2 shares on 4-30-05 @ \$74.79/share; 15.732 shares on 5-31-05 @ \$77.01/share; 15.816 shares on 6-30-05 @ \$76.60/share; 23.745 shares on 7-31-05 @ \$76.53/share; 16.518 shares on 8-31-05 @ \$73.35/share; 17.352 shares on 9-30-05 @ \$69.82/share; 17.084 shares on 10-31-05 @ \$70.92/share; 15.994 shares on 11-30-05 @ \$75.75/share; and 23.376 shares on 12-31-05 @ \$77.74/share.
- (10) Monthly contributions made during FY2006 as follows: 14.93 shares on 1-31-06 @ \$78.57/share; 13.824 shares on 2-28-06 @ \$84.86/share; 12.848 shares on 3-31-06 @ \$91.30/share; 12.776 shares on 4-30-06 @ \$91.82/share; 12.54 shares on 5-31-06 @ \$93.55/share; 19.962 shares on 6-30-06 @ \$88.15/share; 13.008 shares on 7-31-06 @ \$90.18/share; 13.370 shares on 8-31-06 @ \$87.74/share; 13.998 shares on 9-30-06 @ \$83.80/share; 13.026 shares on 10-31-06 @ \$90.06/share; 12.632 shares on 11-30-06 @ \$92.87/share; and 18.516 shares on 12-31-06 @ \$95.04/share.
- (11) Monthly contributions made between January and July 2007 as follows: 12.168 shares on 1-31-07 @ \$94.83/share; 12.05 shares on 2-28-07 @ \$95.76/share; 12.764 shares on 3-31-07 @ \$90.40/share; 11.93 shares on 4-30-07 @ \$96.72/share; 11.05 shares on 5-31-07 @ \$104.42/share; 15.888 shares on 6-30-07 @ \$108.94/share; and 9.916 shares on 7-31-07 @ \$116.36/share.

Remarks:

The numbers of shares and share prices reported hereby have not 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
ODONNELL TERRENCE TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			EVP and General Counsel	

Signatures

/s/ Ann T. Willaman, Attorney-in-Fact

12/4/2007

** 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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