

TEXTRON INC
Form 4
August 12, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWELL MARY L

(Last) (First) (Middle)

**TEXTRON INC., 1101
PENNSYLVANIA AVENUE, NW,
SUITE 400**

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TEXTRON INC [TXT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	08/10/2005		M		2,704	A	\$ 36.9687	21,828	D	
Common Stock	08/10/2005		F		1,332 (1)	D	\$ 75.01	20,496	D	
Common Stock	08/10/2005		M		2,178	A	\$ 45.875	22,674	D	
Common Stock	08/10/2005		F		1,332 (2)	D	\$ 75.01	21,342	D	
Common Stock	08/10/2005		M		21,822	A	\$ 45.875	43,164	D	

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Common Stock	08/10/2005		M	23,779	A	\$ 40.95	66,943	D
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Common Stock	08/10/2005		S	45,601	D	\$ 75.2882 <u>(3)</u>	21,342	D
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Common Stock							3,984.385	I	Held on behalf of Reporting Person by the Textron Savings Plan, as of June 30, 2005.
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Common Stock							272	I	Held by Reporting Person's son.
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.9687	08/10/2005		M	2,704	12/14/1997 12/13/2005	Common Stock 2,704
Employee Stock Option	\$ 45.875	08/10/2005		M	24,000	<u>(5)</u> 12/11/2006	Common Stock 24,000

(right to buy)

Employee Stock

Option \$ 40.95 08/10/2005

M

23,779

01/15/2003

01/14/2012

Common Stock

23,799

(right to buy)

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

08/12/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The exercise price for 2,704 shares was paid by delivery of 1,332 shares of Textron Common Stock and \$50.18 cash.
- (2) The exercise price for 2,178 shares was paid by delivery of 1,332 shares of Textron Common Stock and \$2.43 cash.
- (3) The price reported is the weighted average price per share of transactions effected at prices ranging from \$75.00 to \$75.70 per share.
- (4) Shares issued pursuant to the Textron 1999 Long-Term Incentive Plan.
- (5) The option vested in two equal annual installments, beginning on December 12, 1997.

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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