

HOWELL MARY L  
Form 4  
March 03, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**02/27/2009**

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/01/2009		F	1,137 D \$ 5.65	45,579	D	
Common Stock					9,456.589	I	Held on behalf of Reporting Person by Textron Savings Plan (as of January 3, 2009).

Common Stock 544 I Held by son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.65	02/27/2009		A	28,097	(1) 02/28/2019	Common Stock	28,097
Cash-Settled Restricted Stock Units	\$ 0 (3)	02/27/2009		A	25,067	(4) (4)	Common Stock	25,067

## 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

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

03/03/2009

\_\_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 option vests in three (3) equal annual installments, beginning on March 1, 2010.

(2) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.

(3) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.

(4) Payable in cash in five (5) equal annual installments beginning on March 1, 2010.

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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