

CAMPBELL LEWIS B

Form 4

June 07, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

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
(Month/Day/Year)

06/05/2006

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)

Chairman, President and CEO

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)
Common Stock	06/05/2006		M	61,822 A	\$ 45.875 243,101.0876 (1)	D	
Common Stock	06/05/2006		M	147,558 A	\$ 40.95 390,659.0876 (1)	D	
Common Stock	06/05/2006		S	209,380 D	\$ 91.0422 181,279.0876 (2)	D	
Common Stock					8,778.811	I	Held on behalf of Reporting Person by

Textron
Savings
Plan (as of
March 31,
2006).

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)	\$ 45.875	06/05/2006		M		32,000		12/12/1997	12/11/2006	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 45.875	06/05/2006		M		29,822		12/12/1998	12/11/2006	Common Stock	29,822
Employee Stock Option (right to buy)	\$ 40.95	06/05/2006		M		75,000		01/15/2003	01/14/2012	Common Stock	75,000
Employee Stock Option (right to buy)	\$ 40.95	06/05/2006		M		72,558		01/15/2004	01/14/2012	Common Stock	72,558

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

06/07/2006

__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) Includes 17,150.104 shares acquired pursuant to a dividend reinvestment feature of Reporting Person's Retention Award.
- (2) Price reported is weighted average price per share of transaction effected at prices ranging from \$90.06 to \$92.89 per share.
- (3) Issued pursuant to the Textron 1994 Long-Term Incentive Plan.
- (4) Issued pursuant to the Textron 1999 Long-Term Incentive Plan.

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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