

TEXTRON INC  
Form 8-K  
June 30, 2008

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 30, 2008**

**TEXTRON INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of  
Incorporation)

**I-5480**  
(Commission File Number)

**05-0315468**  
(IRS Employer  
Identification Number)

**40 Westminster Street, Providence, Rhode Island 02903**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(401) 421-2800**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Textron is terminable at will by Textron, in the event of an involuntary termination other than for cause or a termination for Good Reason (as defined in the letter agreement), Mr. Donnelly would vest in certain benefits and receive separation benefits including a payment of two times his salary and bonus or, if such events occur after a change in control, three times his salary and bonus.

The foregoing description is a summary of the compensation arrangements with Mr. Donnelly and is qualified by reference to his letter agreement, which will be included as an exhibit to Textron's second quarter Form 10-Q. The valuation of equity awards will be based upon calculations performed by a compensation consultant and involve a variety of assumptions.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are filed herewith:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated June 30, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TEXTRON INC.  
(Registrant)

Date: June 30, 2008

By:

/s/ Terrence O Donnell  
Terrence O Donnell  
Executive Vice President and General Counsel