TEXTRON INC
Reported by
CLARK R KERRY

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/04/05 for the Period Ending 03/31/05

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
TEXTRON INC

FORM 4
(Statement of Changes in Beneficial Ownership)


Address 40 WESTMINSTER ST
PROVIDENCE, Rhode Island 02903
Telephone 401-421-2800
CIK 0000217346
Industry Conglomerates
Sector Conglomerates
Fiscal Year 12/31
Form 4

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 *

CLARK R KERRY
C/O THE PROCTER & GAMBLE COMPANY, ONE PROCTER & GAMBLE PLAZA
CINCINNATI, OH 45202

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT]

3. Date of Earliest Transaction (MM/DD/YYYY)

3/31/2005

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director

4. If Amendment, Date Original Filed (MM/DD/YYYY)


6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>3/31/2005</td>
<td></td>
<td></td>
<td>$0 (1) A</td>
<td>512,303</td>
<td>D</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>3/31/2005</td>
<td></td>
<td></td>
<td>$0 (1) A</td>
<td>15,381</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>3/31/2005</td>
<td></td>
<td>A</td>
<td>512,303</td>
<td>(2)</td>
<td>Common 512,303</td>
<td>$74.37</td>
<td>3381.191</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>3/31/2005</td>
<td></td>
<td>A</td>
<td>15,381</td>
<td>(2)</td>
<td>Common 15,381</td>
<td>$76.94</td>
<td>3396.572</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Converts to Common Stock on a 1-for-1 basis
(2) Payable upon the conclusion of Reporting Person’s service on the Textron Board of Directors

Reporting Owners

Reporting Owner Name / Address

CLARK R KERRY
C/O THE PROCTER & GAMBLE COMPANY
ONE PROCTER & GAMBLE PLAZA
CINCINNATI, OH 45202

Relationships

Director

10% Owner

Officer

Other

Signatures

Ann T. Willaman,
Attorney-in-Fact

4/4/2005

** Signature of Reporting Person
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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.