TEXTRON INC
Reported by
FISH LAWRENCE K

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/02/04 for the Period Ending 03/31/04

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
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 *
   
   FISH LAWRENCE K
   
   (Last)    (First)    (Middle)
   
   CITIZENS BANK, ONE CITIZENS PLAZA
   
   PROVIDENCE, RI 02903

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

3. Date of Earliest Transaction (MM/DD/YYYY)
   
   3/31/2004

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   
   _X_ Director          ____ 10% Owner
   ____ Officer (give title below)  ____ Other (specify below)

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>3A. Deemed Execution Date, if any</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>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td></td>
<td>V (A)</td>
<td>421.349</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td></td>
<td>V (D)</td>
<td>83,906</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 Derivate 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. 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>3/31/2004</td>
<td></td>
<td>A</td>
<td>421.349</td>
<td>(2) (2)</td>
<td>Common 421.349</td>
<td>$55.18</td>
<td>13861.283</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>3/31/2004</td>
<td></td>
<td>A</td>
<td>83,906</td>
<td>(2) (2)</td>
<td>Common 83,906</td>
<td>$53.69</td>
<td>13945.189</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 Inc. Board of Directors.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>FISH LAWRENCE K</td>
<td>X</td>
</tr>
<tr>
<td>CITIZENS BANK</td>
<td></td>
</tr>
<tr>
<td>ONE CITIZENS PLAZA</td>
<td></td>
</tr>
<tr>
<td>PROVIDENCE, RI 02903</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

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.