TEXTRON INC
Reported by
ODONNELL TERRENCE

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/15/05 for the Period Ending 02/11/05

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
FORM 4

[ ] Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b).

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

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 *
ODONNELL TERRENCE

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

3. Date of Earliest Transaction (MM/DD/YYYY)
2/11/2005

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
_____ Director  ____ 10% Owner
__ X Officer (give title below)  ____ Other (specify below)
EVP and General Counsel

TEXTRON INC., 40 WESTMINSTER STREET
PROVIDENCE, RI 02903

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>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)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>2/11/2005</td>
<td>A</td>
<td>5412.385</td>
<td>(A)</td>
<td>5412.385</td>
<td>$0</td>
<td>1</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 employment with Textron.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>ODONNELL TERRENCE TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903</td>
<td>Director 10% Owner Officer EVP and General Counsel</td>
</tr>
</tbody>
</table>

Signatures

/s/ Ann T. Willaman, Attorney-in-Fact 2/15/2005

** Signature of Reporting Person

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Deferred Stock Units $0 (1) 2/11/2005 A 5412.385 (A) (D) (2) (2) Common 5412.385 $70.98 34909.813 D

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** 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.