TEXTRON INC
Reported by
CLARK R KERRY

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/04/04 for the Period Ending 09/30/04

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
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
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)
9/30/2004

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

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

10% Owner
___ 10% Owner
___ Officer (give title below)
___ Other (specify below)

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

<table>
<thead>
<tr>
<th>Title of Security</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>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>9/30/2004</td>
<td>A</td>
<td>546.812</td>
<td>Common</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>9/30/2004</td>
<td>A</td>
<td>11.965</td>
<td>Common</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

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>CLARK R KERRY</td>
<td>Director</td>
</tr>
<tr>
<td>THE PROCTER &amp; GAMBLE COMPANY</td>
<td>X</td>
</tr>
<tr>
<td>ONE PROCTER &amp; GAMBLE PLAZA</td>
<td></td>
</tr>
<tr>
<td>CINCINNATI, OH 45202</td>
<td></td>
</tr>
</tbody>
</table>
Signatures

Ann T. Willaman, Attorney-in-Fact

10/4/2004

** Signature of Reporting Person

Date

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.