TEXTRON INC
Reported by
WHEELER THOMAS B

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
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 *

WHEELER THOMAS B

(3) 736 KINGSTOWN DRIVE

(Street)

NAPLES, FL 34102

(City)(State)(Zip)

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

X __ Director 10% Owner

Officer (give title below) Other (specify below)

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

\( \text{X} \) 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>Trans. Date</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>9/30/2004</td>
<td>A</td>
<td>243.388</td>
<td>28805.43</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>9/30/2004</td>
<td>A</td>
<td>148.34</td>
<td>28953.77</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title of Securities Underlying Derivative Security</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Amount of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>(1)</td>
<td>9/30/2004</td>
<td>A</td>
<td>243.388</td>
<td></td>
<td></td>
<td>Common</td>
<td>243.388</td>
<td>$61.63</td>
<td>28805.43</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>(1)</td>
<td>9/30/2004</td>
<td>A</td>
<td>148.34</td>
<td>(2)</td>
<td></td>
<td>Common</td>
<td>148.34</td>
<td>$63.11</td>
<td>28953.77</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>WHEELER THOMAS B</td>
<td>X</td>
</tr>
</tbody>
</table>

Signatures


** 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.