TEXTRON INC
Reported by
BUTLER JOHN D

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/01/06 for the Period Ending 01/30/06

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)

Filed 2/1/2006 For Period Ending 1/30/2006

Address 40 WESTMINSTER ST
            PROVIDENCE, Rhode Island 02903
Telephone  401-421-2800
CIK        0000217346
Industry   Conglomerates
Sector     Conglomerates
Fiscal Year 12/31
BUTLER JOHN D  
TEXTRON INC., 40 WESTMINSTER STREET  
PROVIDENCE, RI 02903  

1. Name and Address of Reporting Person *  
BUTLER JOHN D  
TEXTRON INC., 40 WESTMINSTER STREET  
PROVIDENCE, RI 02903  

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

3. Date of Earliest Transaction  
1/30/2006  

4. If Amendment, Date Original Filed  

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

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>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount</th>
<th>Securities Acquired Disposed of (D)</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/30/2006</td>
<td>M</td>
<td>2333</td>
<td>A</td>
<td>$0</td>
<td>12613</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/30/2006</td>
<td>D</td>
<td>2333</td>
<td>D</td>
<td>$78.781</td>
<td>10280</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Held on behalf of Reporting Person by the Textron Savings Plan (as of December 31, 2005).</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></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 or Disposed of (A) or (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>$0</td>
<td>1/30/2006</td>
<td>M</td>
<td>2333</td>
<td>(3) (3)</td>
<td>Common 2333 $0 4667 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
Reflects cash payout of 2,333 units of phantom stock payable in cash only.

Converts to the cash equivalent of Textron Common Stock on a 1-for-1 basis.

The phantom stock vests in three equal annual installments beginning on January 15, 2006. The phantom stock is payable in cash only.

Calculation of the per share price is based on an average of the closing price of Textron Common Stock on the first ten trading days following the vesting date.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>BUTLER JOHN D TEXTRON INC.</td>
<td>Director</td>
</tr>
<tr>
<td>40 WESTMINSTER STREET PROVIDENCE, RI 02903</td>
<td>Executive VP</td>
</tr>
</tbody>
</table>

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.