TEXTRON INC
Reported by
HOWELL MARY L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/26/05 for the Period Ending 07/22/05

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).

TEXTRON INC. [ TXT ]
TEXTRON INC., 1101 PENNSYLVANIA AVENUE, NW, SUITE 400
WASHINGTON, DC 20004

1. Name and Address of Reporting Person *
HOWELL MARY L

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

3. Date of Earliest Transaction (MM/DD/YYYY)
7/22/2005

5. Relationship of Reporting Person(s) to Issuer
_____ Director ____ 10% Owner
__ X Officer (give title below) ___ Other (specify below)
Executive Vice President

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

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>1. 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>
<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>Common</td>
<td>7/22/2005</td>
<td>M</td>
<td>5000</td>
<td>A $0</td>
<td>24124</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common</td>
<td>7/22/2005</td>
<td>D</td>
<td>5000</td>
<td>D $77.379</td>
<td>19124</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3984.385</td>
<td></td>
<td>I</td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>272</td>
<td></td>
<td>I</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 Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative 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. 3 and 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>Phantom Stock</td>
<td>$0</td>
<td>7/22/2005</td>
<td>M</td>
<td>5000</td>
<td>(3) (3) Common</td>
<td>5000</td>
<td>$0 $10000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Explanation of Responses:

1) Reflects cash payout of 5,000 units of phantom stock payable in cash only.

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


Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>HOWELL MARY L</td>
<td></td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td>Director</td>
</tr>
<tr>
<td>1101 PENNSYLVANIA AVENUE, NW,</td>
<td>Executive Vice President</td>
</tr>
<tr>
<td>SUITE 400</td>
<td>Officer</td>
</tr>
<tr>
<td>WASHINGTON, DC 20004</td>
<td>Other</td>
</tr>
</tbody>
</table>

Signatures

Ann T. Willaman, Attorney-in-Fact 7/26/2005

** 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.