TEXTRON INC
Reported by
JOHNSON CHERYL H

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/05/13 for the Period Ending 03/01/13

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
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Johnson Cheryl H

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

3. Date of Earliest Transaction (MM/DD/YYYY)
3/1/2013

5. Relationship of Reporting Person(s) to Issuer
(X) Officer (give title below)
Executive VP, Human Resources

6. Individual or Joint/Group Filing
(X) Form filed by 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>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount</th>
<th>Price</th>
<th>Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/1/2013</td>
<td>A</td>
<td></td>
<td>5176 A</td>
<td>$0</td>
<td>21567.68</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2013</td>
<td>F</td>
<td></td>
<td>5 D</td>
<td>$28.47</td>
<td>21512.68</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2013</td>
<td>M</td>
<td></td>
<td>1213 A</td>
<td>$0</td>
<td>22725.68</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2013</td>
<td>D</td>
<td></td>
<td>1213 D</td>
<td>$28.47</td>
<td>21512.68</td>
<td>D</td>
</tr>
</tbody>
</table>

Common Stock

|            |            |            |                                | 1414.643 |        |        | I                                                   |

Held on behalf of the Reporting Person by the Textron Savings Plan (as of February 27, 2013).

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>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option - Right to Buy</td>
<td>$28.47</td>
<td>3/1/2013</td>
<td>A</td>
<td>14210</td>
<td>(1)</td>
<td>2/28/2023</td>
<td>Common Stock</td>
<td>14210</td>
<td>$0</td>
<td>14210</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock Units</td>
<td>$0 (3)</td>
<td>3/1/2013</td>
<td>M</td>
<td>594</td>
<td>(4)</td>
<td>(4)</td>
<td>Common Stock</td>
<td>594</td>
<td>$0</td>
<td>593</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock</td>
<td>$0 (3)</td>
<td>3/1/2013</td>
<td>M</td>
<td>425</td>
<td>(5)</td>
<td>(5)</td>
<td>Common Stock</td>
<td>425</td>
<td>$0</td>
<td>849</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>
### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Units | Cash-Settled Restricted Stock Units | $0 | 3/1/2013 | M | 194 | (6) | (6) | Common Stock | 194 | $0 | (2) | 582 | D |

#### Explanation of Responses:

(1) The option vests in three (3) equal annual installments, beginning on March 1, 2014.

(2) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.

(3) Each stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.

(4) Payable in cash in two (2) equal annual installments, beginning on March 1, 2013.

(5) Payable in cash in three (3) equal annual installments, beginning on March 1, 2013.

(6) Payable in cash in four (4) equal annual installments, beginning on March 1, 2013.

#### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Johnson Cheryl H</td>
<td>Director</td>
</tr>
<tr>
<td></td>
<td>10% Owner</td>
</tr>
<tr>
<td></td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Executive VP, Human Resources</td>
</tr>
</tbody>
</table>

#### Signatures

** 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.