Filed 04/03/12 for the Period Ending 03/31/12

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

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
Conway James T
300 S. RANDOLPH STREET
ARLINGTON, VA 22206

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

3. Date of Earliest Transaction (MM/DD/YYYY)
3/31/2012

5. Relationship of Reporting Person(s) to Issuer
_X__ Director

10% Owner

Officer (give title below)

Other (specify below)

3. Title of Security (Instr. 3)

2. Trans. Date

2A. Deemed Execution Date, if any

3. Trans. Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Deferred Stock Units $0 (1)
3/31/2012 A 1039.242 (2) Common Stock 1039.242 $25.40 4869.877 D

Explanation of Responses:

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

(2) Payable in cash 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>Conway James T</td>
<td>X</td>
</tr>
<tr>
<td>300 S. RANDOLPH STREET</td>
<td></td>
</tr>
<tr>
<td>ARLINGTON, VA 22206</td>
<td></td>
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</tbody>
</table>

Signatures

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.