TEXTRON INC
Reported by
POWELL CHARLES D

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/02/04 for the Period Ending 03/31/04

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
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 *
POWELL CHARLES D
24 QUEEN ANNE'S GATE
LONDON, X0 SW1H 9AA

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

3. Date of Earliest Transaction (MM/DD/YYYY)
3/31/2004

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)
Deferred Stock Units

2. Trans. Date
3/31/2004

3A. Deemed Execution Date, if any

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

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
271.838

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
D

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

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

1. Title of Derivative Security (Instr. 3)
Deferred Stock Units

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date
3/31/2004

3A. Deemed Execution Date, if any

4. Trans. Code (Instr. 8)
A

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
271.838

6. Date Exercisable and Expiration Date

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)
Common $271.838

8. Price of Derivative Security (Instr. 5)
$55.18

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
5097.689

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
D

11. Nature of Indirect Beneficial Ownership (Instr. 4) V

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

Reporting Owner Name / Address
POWELL CHARLES D
24 QUEEN ANNE'S GATE
LONDON, X0 SW1H 9AA

Relationships
X

Signatures
Ann T. Willaman, Attorney-in-Fact
4/2/2004

** 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.