TEXTRON INC
Reported by
DONNELLY SCOTT C

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

DONNELLY SCOTT C

(Street)

TEXTRON INC., 40 WESTMINSTER STREET

PROVIDENCE, RI 02903

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT ]

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

3/1/2013

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

__ X __ Director

__ ____ 10% Owner

__ X __ Officer (give title below)

__ __ Other (specify below)

Chairman, President & CEO

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>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</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>3/1/2013</td>
<td>A</td>
<td>88573</td>
<td>A $0</td>
<td>371715</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2013</td>
<td>F</td>
<td>5720</td>
<td>D $28.47</td>
<td>365995</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2013</td>
<td>M</td>
<td>35451</td>
<td>A $0</td>
<td>401446</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2013</td>
<td>D</td>
<td>35451</td>
<td>D $28.47</td>
<td>365995</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3775.99</td>
<td>I</td>
<td>Held on behalf of Reporting Person by the Textron Savings Plan (as of 02/27/2013).</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>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 and Expiration Date</th>
<th>Title of Securities Underlying Derivative Security</th>
<th>Amount or Number of Shares Benevolently Owned Following Reported Transaction(s) (Instr. 3 and 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>243157</td>
<td>(1) 2/28/2023</td>
<td>Common Stock</td>
<td>243157</td>
<td>$0 (2)</td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock Units</td>
<td>$0</td>
<td>3/1/2013</td>
<td>M</td>
<td>17976</td>
<td>(4) (4)</td>
<td>Common Stock</td>
<td>17976</td>
<td>$0 (2)</td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock Units</td>
<td>$0</td>
<td>3/1/2013</td>
<td>M</td>
<td>17475</td>
<td>(5) (5)</td>
<td>Common Stock</td>
<td>17475</td>
<td>$0 (2)</td>
</tr>
</tbody>
</table>
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 cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.
(4) Payable in cash in five (5) equal annual installments, beginning on March 1, 2010.
(5) Payable in cash in five (5) equal annual installments, beginning on March 1, 2011.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>DONNELLY SCOTT C</td>
<td>Director X, 10% Owner, Officer, Chairman, President &amp; CEO</td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td></td>
</tr>
<tr>
<td>40 WESTMINSTER STREET</td>
<td></td>
</tr>
<tr>
<td>PROVIDENCE, RI 02903</td>
<td></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.

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