TEXTRON INC
Reported by
HOWELL MARY L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/27/04 for the Period Ending 07/23/04

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

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *

HOWELL MARY L

(Street)

TEXTRON INC., 1101 PENNSYLVANIA AVENUE, NW, SUITE 400

WASHINGTON 20004

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT ]

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

7/23/2004

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

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

_____ Director

_____ 10% Owner

_ X _ Officer (give title below) ____ Other (specify below)

Executive Vice President

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Amt. Acquired/Disposed</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>7/23/2004</td>
<td>5000 (1) A $0</td>
<td>19344 D</td>
</tr>
<tr>
<td>Common</td>
<td>7/23/2004</td>
<td>5000 (1) D $58.093</td>
<td>14344 D</td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td>3722.556 I</td>
<td></td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td>272 I</td>
<td></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 Date</th>
<th>Trans. Date</th>
<th>Exp. Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>7/23/2004</td>
<td>M 5000 (3)</td>
<td>(3) Common</td>
<td>5000 0 $0 15000 D</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 TEEXTON INC. 1101 PENNSYLVANIA AVENUE, NW, SUITE 400</td>
<td>Executive Vice President</td>
</tr>
<tr>
<td>WASHINGTON 20004</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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