

TEXTRON INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 12/22/94

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

TEXTRON INC

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(Securities Registration: Employee Benefit Plan)

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Address	40 WESTMINSTER ST PROVIDENCE, Rhode Island 02903
Telephone	401-421-2800
CIK	0000217346
Industry	Conglomerates
Sector	Conglomerates
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 **FORM S-8**

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

TEXTRON INC

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

05-0315468
(I.R.S. Employer
Identification No.)

40 Westminster Street
Providence, Rhode Island 02903
(Address of Principal Executive Offices) (Zip Code)

TEXTRON 1994 LONG-TERM INCENTIVE PLAN (Full Title of the Plan)

THOMAS D. SOUTTER, ESQ.
Executive Vice President and General Counsel
Textron Inc.
40 Westminster Street
Providence, Rhode Island 02903
(Name and Address of Agent for Service)

401-421-2800
(Telephone Number, Including Area Code, of Agent for
Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock .125 per value	5,000,000 shares	\$49.1875 (1)	\$245,937,500 (1)	\$84,806.03 (1)

(1) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices per share of the Registrant's Common Stock on the New York Stock Exchange Composite Tape on December 15, 1994.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents are incorporated by reference in this registration statement:

- (a) Textron's Annual Report on Form 10-K for the fiscal year ended January 1, 1994.
- (b) Textron's Quarterly Reports on Form 10-Q for the quarters ended April 2, July 2, and October 1, 1994.
- (c) The descriptions of Textron's Common Stock and the associated Preferred Stock Purchase Rights which are contained in registration statements filed under the Securities Exchange Act of 1934, including any amendments or reports filed for the purpose of updating such descriptions.

All documents subsequently filed by Textron and the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Item 4. Description of Securities

Inapplicable.

Item 5. Interests of Named Experts and Counsel

Inapplicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law and Article XII of Textron's By-Laws contain provisions for indemnification of directors and officers in certain circumstances, which may include indemnity against expenses, including attorney's fees, and judgments, fines and amounts paid in settlement under the Securities Act of 1933. Also, Textron has obtained policies of directors' and officers' liability insurance which contain additional provisions for indemnification of directors and officers in certain circumstances and has entered into indemnity agreements with its directors and officers indemnifying them against certain liabilities arising out of their service as officers or directors of Textron and its affiliates.

Item 7 Exemption from Registration Claimed

Inapplicable.

Item 8. Exhibits

4 Restated Certificate of Incorporation of Textron, as filed March 24, 1988, incorporated by reference to Exhibit 3.1 to Textron's Annual Report on Form 10-K for the fiscal year ended January 2, 1988.

5 Opinion and Consent of Thomas D. Soutter, Esq., Executive Vice President and General Counsel of Textron.

23 Consent of Ernst & Young LLP; reference is made to Exhibit 5 for the consent of Thomas D. Soutter, Esq.

24(a) Power of Attorney
24(b) Certified Resolutions of the Board of
Directors of Textron

Item 9. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration

statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Providence, and State of Rhode Island, on this 21st day of December, 1994.

TEXTRON INC. (Registrant)

By:.. /s/ *W.Robert Kemp*
W. Robert Kemp
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on the 21st day of December, 1994, by the following persons in the capacities indicated.

Name	Title
* (James F. Hardymon)	Chairman and Chief Executive Officer (principal executive officer) Director
* (Lewis B. Campbell)	President and Chief Operating Officer, Director
* (H. Jesse Arnelle)	Director
* (R. Stuart Dickson)	Director
* (B. F. Dolan)	Director

*
.....
(Webb C. Hayes, III) Director

*
.....
(John D. Macomber) Director

*
.....
(Barbara Scott Preiskel) Director

*
.....
(Sam F. Segnar) Director

*
.....
(Jean Head Sisco) Director

*
.....
(John W. Snow) Director

*
.....
(Martin D. Walker) Director

*
.....
(Thomas B. Wheeler) Director

*
.....
(Richard A. McWhirter) Executive Vice President
and Chief Financial Officer
(principal financial officer)

*

.....
(William P. Janovitz) Vice President and Controller
(principal accounting officer)

*By..s/ W. Robert Kemp.....
W. Robert Kemp
Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description
4	Restated Certificate of Incorporation of Textron, as filed March 24, 1988, incorporated by reference to Exhibit 3.1 to Textron's Annual Report on Form 10-K for the fiscal year ended January 2, 1988.
5	Opinion and Consent of Thomas D. Soutter, Esq., Executive Vice President and General Counsel of Textron.
23	Consent of Ernst & Young LLP; reference is made to Exhibit 5 for the consent of Thomas D. Soutter, Esq.
24(a)	Powers of Attorney
24(b)	Certified Resolutions of the Board of Directors of Textron.

EXHIBIT 5

December 21, 1994

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, DC 20549

Re: Registration Statement on Form S-8

Dear Sir/Madam:

I am Executive Vice President and General Counsel of Textron Inc., a Delaware corporation ("Textron"). As such I have acted as its counsel in connection with the preparation and filing by Textron of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933 with respect to the proposed future issuance by Textron of up to 5,000,000 shares of its Common Stock, par value \$.125 per share (the "Securities"), pursuant to the Textron 1994 Long-Term Incentive Plan.

I am familiar with Textron's Restated Certificate of Incorporation and By-laws, each as amended to date, and I have examined such corporate proceedings of Textron and such matters of law as I have deemed necessary to enable me to render this opinion.

Based upon the foregoing, it is my opinion that when the Securities have been sold as described in the Registration Statement, they will be legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Thomas D. Soutter
Thomas D. Soutter
Executive Vice President
and General Counsel

Exhibit 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Textron 1994 Long-Term Incentive Plan of our report dated February 3, 1994, with respect to the consolidated financial statements and schedules of Textron Inc. included or incorporated by reference in its Annual Report (Form 10-K) for the fiscal year ended January 1, 1994, filed with the Securities and Exchange Commission

*/s/ ERNST & YOUNG LLP
ERNST & YOUNG LLP*

*New York, New York
December 19 1994*

Exhibit 24(a)

POWER OF ATTORNEY

The undersigned, Textron Inc. ("Textron"), a Delaware corporation, and the undersigned directors and officers of Textron, do hereby constitute and appoint Thomas D. Soutter, Arnold M. Friedman, Michael D. Cahn and W. Robert Kemp, and each of them, with full powers of substitution, their true and lawful attorneys and agents to do or cause to be done any and all acts and things and to execute and deliver any and all instruments and documents which said attorneys and agents, or any of them, may deem necessary or advisable in order to enable Textron to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the Registration under the Securities Act of 1933, as amended, of the offering of up to 5,000,000 shares of Textron's Common Stock pursuant to the Textron 1994 Long-Term Incentive Plan, including specifically, but without limitation, power and authority to sign the names of the undersigned directors and officers in the capacities indicated below and to sign the names of such officers on behalf of Textron to the Registration Statement filed with the Securities and Exchange Commission in respect of such offering of common stock, to any and all amendments to such Registration Statement (including post-effective amendments), and to any instruments or documents or other writings of which the original or copies thereof are to be filed as a part of or in connection with such Registration Statement or amendments thereto, and to file or cause to be filed the same with the Securities and Exchange Commission; and each of the undersigned hereby ratifies and confirms all that such attorneys and agents, and each of them, shall do or cause to be done hereunder, and such attorneys and agents, and each of them, shall have, and may exercise, all of the powers hereby conferred.

IN WITNESS WHEREOF, Textron has caused this Power of Attorney to be executed and delivered in its name and on its behalf by the undersigned duly authorized officer and its corporate seal affixed, and each of the undersigned has signed his or her name hereto, on this 27th day of April, 1994.

TEXTRON INC.

*/s/ James F. Hardymon
James F. Hardymon
Chairman, President and
Chief Executive Officer*

ATTEST:

*/s/ Karen A. Quin-Quintin
Karen A. Quinn-Quintin
Vice President and
Secretary*

TEXTRON BOARD MEMBERS

*/s/ James F. Hardymon
Chairman and Chief
Executive Officer
(principal executive officer)
Director*

*/s/ Sam F. Segnar
Sam F. Segnar
Director*

*/s/ Lewis B. Campbell
President and Chief Operating
Officer, Director*

*/s/ Jean Head Sisco
Jean Head Sisco
Director*

*/s/ H. Jesse Arnelle
H. Jesse Arnelle
Director*

*/s/ John W. Snow
John W. Snow
Director*

*/s/ R. Stuart Dickson
R. Stuart Dickson
Director*

*/s/ Martin D. Walker
Martin D. Walker
Director*

*/s/ B.F. Dolan
B.F. Dolan
Director*

*/s/ Thomas B. Wheeler
Thomas B. Wheeler
Director*

*/s/ Webb C. Hayes, III
Webb C. Hayes, III
Director*

*/s/ Richard A. McWhirter
Executive Vice President
and Chief Financial
Officer
(principal financial
officer)*

*/s/ John D. Macomber
John D. Macomber
Director*

*/s/ William P. Janovitz
Vice President and
Controller
(principal accounting
officer)*

*/s/ Barbara Scott Preiskel
Barbara Scott Preiskel
Director*

CERTIFICATE

The undersigned, Michael D. Cahn, duly elected Assistant Secretary of Textron Inc., a Delaware corporation (the "Company"), hereby certifies that attached hereto is a true and correct copy of resolutions duly adopted by the Board of Directors of the Company at a meeting held on April 27, 1994 and that the same have not been modified or amended, but remain in full force and effect as of the date hereof.

Date: December 21, 1994
/s/ Michael D. Cahn
Michael D. Cahn
Assistant Secretary

RESOLVED: that the officers of the Corporation be, and

they hereby are, authorized, in the name and on behalf of the Corporation, to prepare, execute and file, or cause to be prepared, executed and filed, with the Securities and Exchange Commission a Registration Statement under the Securities Act of 1933 in respect of the offering of 5,000,000 shares of Common Stock pursuant to the Textron 1994 Long-Term Incentive Plan, with full power and authority to make such changes or additions thereto as any of them may approve, such approval to be conclusively evidenced by the execution thereof, and to prepare, execute and file any amendments to such Registration Statement (including, without limitation, post-effective amendments) or supplements to the Prospectus contained therein, together with all documents required as exhibits to such Registration Statement, or any amendments or supplements thereto, and all certificates, letters, instruments, applications and other documents which may be required to be filed with respect thereto, and to take any and all action with respect to any of the foregoing that any such officer shall deem necessary or advisable; and

RESOLVED: that the officers of the Corporation be and they hereby are, authorized, in the name and on behalf of the Corporation, to execute and deliver a power of attorney appointing Thomas D. Soutter, Arnold M. Friedman, Michael D. Cahn and W. Robert Kemp, or any of them, to act as attorneys-in-fact for the Corporation for the purpose of executing and filing any such Registration Statement and amendments or supplements thereto, with the Securities and Exchange Commission.

End of Filing

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