TEXTRON INC
Reported by
BADER KATHLEEN M

FORM 4
(Statement of Changes in Beneficial Ownership)

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**

[ ] 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 *
   
   BADER KATHLEEN M
   
   (Last) (First) (Middle)
   
   5007 NURMI DRIVE
   
   MIDLAND, MI 48640

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

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

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

5. 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>Code</th>
<th>Amount of Securities Acquired (D)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>3/31/2012</td>
<td>A</td>
<td>1015.289</td>
</tr>
</tbody>
</table>

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.

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Conversion or Exercise Price of Derivate Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</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 and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 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>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>3/31/2012</td>
<td>A</td>
<td>1015.289</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock</td>
<td>1015.289</td>
<td>$25.40</td>
<td>40431.76</td>
<td>D</td>
</tr>
</tbody>
</table>

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>BADER KATHLEEN M</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>5007 NURMI DRIVE</td>
<td>MIDLAND, MI 48640</td>
</tr>
</tbody>
</table>

Signatures


** Signature of Reporting Person

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.