TEXTRON INC
Reported by
CONWAY JAMES T

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/03/12 for the Period Ending 06/30/12

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

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 *
   Conway James T
   300 S. RANDOLPH STREET
   ARLINGTON, VA 22206

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

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

3. Date of Earliest Transaction (MM/DD/YYYY)
   6/30/2012

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>6/30/2012</td>
<td>$0 (1)</td>
<td>A</td>
<td>947.881</td>
</tr>
</tbody>
</table>

Explanations 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.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Conway James T</td>
<td>Director, 10% Owner, Officer</td>
</tr>
</tbody>
</table>

ARLINGTON, VA 22206

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.

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.