TEXTRON INC
Reported by
JOHNSON CHERYL H

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/04/14 for the Period Ending 03/01/14

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

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 *
John H Cheryl

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

3. Date of Earliest Transaction (MM/DD/YYYY)
3/1/2014

4. If Amendment, Date Original Filed

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

6. Individual or Joint/Group Filing (Check Applicable Line)

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>Amount of Securities Acquired or Disposed of</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/1/2014</td>
<td>A</td>
<td>4379 A</td>
<td>$0</td>
<td>25891.68 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2014</td>
<td>M</td>
<td>1212 A</td>
<td>$0</td>
<td>27103.68 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2014</td>
<td>D</td>
<td>1212 D</td>
<td>$39.70</td>
<td>25891.68 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>1857.039</td>
<td></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 (Instr. 3)</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired or Disposed of (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option - Right to Buy</td>
<td>$39.70</td>
<td>3/1/2014</td>
<td>A</td>
<td>13731</td>
<td>2/29/2024</td>
<td>Common Stock 13731 $0 (2)</td>
<td>13731 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock Units</td>
<td>$0 (3)</td>
<td>3/1/2014</td>
<td>M</td>
<td>593</td>
<td>(4)</td>
<td>Common Stock 593 $0 (2)</td>
<td>0 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock Units</td>
<td>$0 (3)</td>
<td>3/1/2014</td>
<td>M</td>
<td>425</td>
<td>(5)</td>
<td>Common Stock 425 $0 (2)</td>
<td>424 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash-Settled</td>
<td>3/1/2014</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Common</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>$0 (3)</td>
<td>M</td>
<td>194 (6)</td>
<td>(6) Stock</td>
<td>194</td>
<td>$0 (2)</td>
<td>388</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. The option vests in three (3) equal annual installments, beginning on March 1, 2015.
2. Issued pursuant to the Textron 2007 Long-Term Incentive Plan.
3. Each stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.
4. Payable in cash in two (2) equal annual installments, beginning on March 1, 2013.
5. Payable in cash in three (3) equal annual installments, beginning on March 1, 2013.
6. Payable in cash in four (4) equal annual installments, beginning on March 1, 2013.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Johnson Cheryl H 40 WESTMINSTER STREET PROVIDENCE, RI 02903</td>
<td>Executive VP, Human Resources</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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