TEXTRON INC
Reported by
YATES RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/29/13 for the Period Ending 01/28/13

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
**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** *  
   **YATES RICHARD L**  
   (Last) (First) (Middle)  
   **TEXTRON INC., 40 WESTMINSTER STREET**  
   (Street)  
   **PROVIDENCE, RI 02903**  
   (City) (State) (Zip)

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

3. **Date of Earliest Transaction (MM/DD/YYYY)**  
   **1/28/2013**

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

5. **Relationship of Reporting Person(s) to Issuer**  
   (Check all applicable)  
   [ ] Director  
   [ ] 10% Owner  
   [x] Officer (give title below)  
   [ ] Other (specify below)  
   Sr. VP & Controller

6. **Individual or Joint/Group Filing** (Check Applicable Line)  
   [ ] Form filed by One Reporting Person  
   [x] Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/28/2013</td>
<td>M</td>
<td>7853</td>
<td>A $20.76</td>
<td>42645</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/28/2013</td>
<td>S</td>
<td>7853</td>
<td>D $28.5691 (1)</td>
<td>34792</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Held on behalf of Reporting Person by the Textron Savings Plan (as of January 25, 2013).</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $28.561 to $28.585 inclusive.

(2) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.
<table>
<thead>
<tr>
<th>Reporting Owners Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>YATES RICHARD L</td>
<td>Director</td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td>10% Owner</td>
</tr>
<tr>
<td>40 WESTMINSTER STREET</td>
<td>Sr. VP &amp; Controller</td>
</tr>
<tr>
<td>PROVIDENCE, RI 02903</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Other</td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Ann T. Willaman, Attorney-in-Fact  
1/29/2013  
** 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.