TEXTRON INC
Reported by
CONWAY JAMES T

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/04/12 for the Period Ending 12/31/11

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)
   ___ Director
   ___ 10% Owner
   ____ Officer (give title below)
   ____ Other (specify below)

3. Date of Earliest Transaction (MM/DD/YYYY)
   12/31/2011

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

6. Individual or Joint/Group Filing (Check Applicable Line)
   _ 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>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>12/31/2011</td>
<td>A</td>
<td>1584.415</td>
<td>$18.42</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</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>$0</td>
<td>12/31/2011</td>
<td>A</td>
<td></td>
<td></td>
<td></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.

Reporting Owners

Reporting Owner Name / Address: Conway James T
300 S. RANDOLPH STREET
ARLINGTON, VA 22206

Relationships
Director: X
10% Owner:  
Officer:  
Other:  

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.