TEXTRON INC
Reported by
YATES RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/01/12 for the Period Ending 01/30/12

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
1. Name and Address of Reporting Person *

YATES RICHARD L

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT ]

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

1/30/2012

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

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

6. 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

1. Title of Security (Instr. 3)

2. Trans. Date

3. Trans. Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Common Stock 1/30/2012 S 5525.595 D $25.3677 0 I Held on behalf of the Reporting Person by the Textron Savings Plan (as of January 30, 2012).

Common Stock 1/31/2012 S 2284.873 (1) D $25.421 15610 D

Common Stock 1/31/2012 M 6975 A $5.65 22585 D

Common Stock 1/31/2012 S 1075 D $25.3906 (2) 21510 D

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

1. Title of Derivative Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date

4. Trans. Code (Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

6. Date Exercisable and Expiration Date

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Employee stock option (right to buy) $5.65 1/31/2012 M 6975 (3) 2/28/2019 Common Stock 6975 $0 (4) 6974 D

Explanation of Responses:
(1) Includes shares acquired in dividend reinvestment transactions not required to be reported.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $25.3900 to $25.3910 inclusive.

(3) The option vests in three (3) equal annual installments, beginning on March 1, 2010.

(4) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>YATES RICHARD L</td>
<td>Sr. VP &amp; Controller</td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td></td>
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<tr>
<td>40 WESTMINSTER STREET</td>
<td></td>
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<tr>
<td>PROVIDENCE, RI 02903</td>
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</tbody>
</table>

**Signatures**

/s/ Ann T. Willaman, Attorney-in-Fact  2/1/2012

**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.