TEXTRON INC
Reported by
FISH LAWRENCE K

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
File No. 1-15744

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 *  
   FISH LAWRENCE K 
   33 ARCH STREET 
   BOSTON, MA 02110

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

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

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

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>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>6/30/2012</td>
<td>A</td>
<td>1057.442</td>
<td>$0 (1)</td>
<td>1057.442</td>
</tr>
</tbody>
</table>

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

| Title of Derivate Security | Conversion or Exercise Price of Derivative Security | Trans. Date | Trans. Code | Deemed Execution Date, if any | Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) | Date Exercisable | Expiration Date | Amount or Number of Shares | Title of Underlying Derivative Security | Trans. Code | Deemed Execution Date, if any | Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) | Date Exercisable | Expiration Date | Amount or Number of Shares | Title of Underlying Derivative Security | Trans. Code | Deemed Execution Date, if any | Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) | Date Exercisable | Expiration Date | Amount or Number of Shares | Title of Underlying Derivative Security | Trans. Code | Deemed Execution Date, if any | Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) | Date Exercisable | Expiration Date | Amount or Number of Shares | Title of Underlying Derivative Security |
|--------------------------|---------------------------------------------------|-------------|-------------|------------------------------|-----------------------------------------------------------|-----------------|-----------------|--------------------------|----------------------------------------|-------------|--------------------------|------------------------------|-----------------|-----------------|--------------------------|----------------------------------------|-------------|--------------------------|--------------------------|----------------------------------------|-------------|--------------------------|--------------------------|----------------------------------------|-------------|--------------------------|--------------------------|----------------------------------------|-------------|--------------------------|--------------------------|----------------------------------------|-------------|--------------------------|--------------------------|----------------------------------------|
| Deferred Stock Units     | $0 (1)                                             | 6/30/2012   | A           | 1057.442                     | $0 (1)                                                                 | 1057.442        | $25.10          | 78146.757     |

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 | Relationships |
--- | --- |
FISH LAWRENCE K 33 ARCH STREET BOSTON, MA 02110 | X |

Signatures

/s/ Ann T. Willaman, Attorney-in-Fact  
7/3/2012

** 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.