TEXTRON INC
Reported by
CLARK R KERRY

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/04/05 for the Period Ending 12/31/04

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, 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 *

CLARK R KERRY

(Last) (First) (Middle)

THE PROCTER & GAMBLE COMPANY, ONE PROCTER & GAMBLE PLAZA

(Street)

CINCINNATI, OH 45202

(State) (City) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT ]

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

12/31/2004

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

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

X Director

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

__ Form filed by One Reporting Person

X 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)

Deferred Stock Units

2. Trans. Date

12/31/2004

3. Trans. Code (Instr. 8)

A

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

A

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

519,897

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

D

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


Explanation of Responses:

(1) Converts to Common Stock on a 1-for-1 basis

(2) Payable upon the conclusion of Reporting Person's service on the Textron Board of Directors

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

1. Title of Derivate Security (Instr. 3)

Deferred Stock Units

2. Conversion or Exercise Price of Derivative Security

$0

3. Trans. Date

12/31/2004

4. Trans. Code (Instr. 8)

A

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

519,897

6. Date Exercisable and Expiration Date

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

Common 519,897

8. Price of Derivative Security (Instr. 5)

$70.11

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

519,897

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

D

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


Reporting Owners

CLARK R KERRY

THE PROCTER & GAMBLE COMPANY

ONE PROCTER & GAMBLE PLAZA

CINCINNATI, OH 45202

X

Directions for Completion and Submission of Form 4:

See Instructions 1(b)
Signatures

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.