TEXTRON INC
Reported by
CONWAY JAMES T

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/02/12 for the Period Ending 09/30/12

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
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 or Section 30(h) 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 ]

3. Date of Earliest Transaction (MM/DD/YYYY)
9/30/2012

5. Relationship of Reporting Person(s) to Issuer
___ X __ Director

4. If Amendment, Date Original Filed

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)
Deferred Stock Units

2. Trans. Date
9/30/2012

2A. Deemed Execution Date, if any

3. Trans. Code (Instr. 8)
A

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

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
961.945

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

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

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.

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

3. Trans. Date
9/30/2012

3A. Deemed Execution Date, if any

4. Trans. Code (Instr. 8)
A

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
961.945

6. Date Exercisable and Expiration Date

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

8. Price of Derivative Security (Instr. 5)
$26.11

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
6779.703

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

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

Reporting Owners

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

Relationships
__ X __ Director

** 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.