TEXTRON INC
Reported by
HOWELL MARY L

FORM 4/A
(Amended Statement of Changes in Beneficial Ownership)

Filed 03/03/04 for the Period Ending 03/01/04

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
1. Name and Address of Reporting Person *
HOWELL MARY L
(Last) (First) (Middle)
TEXTRON INC., 1101 PENNSYLVANIA AVENUE, NW, SUITE 400
WASHINGTON, DC 20004

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

3. Date of Earliest Transaction (MM/DD/YYYY)
3/1/2004

4. If Amendment, Date Original Filed (MM/DD/YYYY)
3/3/2004

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/1/2004</td>
<td>M</td>
<td>4066 V</td>
<td>$24.5938</td>
<td>10630 D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2004</td>
<td>F</td>
<td>1786 (1) V</td>
<td>$55.965</td>
<td>8844 D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>3683.597</td>
<td></td>
<td></td>
<td>I</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>272</td>
<td></td>
<td></td>
<td>I</td>
</tr>
</tbody>
</table>
# Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>| | | | | | | | | | | | | |</p>
<table>
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<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>1. Title of Derivative Security (Instr. 3)</td>
<td>2. Conversion or Exercise Price of Derivative Security</td>
<td>3. Trans. Date</td>
<td>3A. Deemed Execution Date, if any</td>
<td>4. Trans. Code (Instr. 8)</td>
<td>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</td>
<td>6. Date Exercisable and Expiration Date</td>
<td>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</td>
<td>8. Price of Derivative Security (Instr. 5)</td>
<td>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</td>
<td>11. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$24.5938</td>
<td>3/1/2004</td>
<td></td>
<td>M</td>
<td>1768</td>
<td>12/15/1995</td>
<td>12/15/2004</td>
<td>Common</td>
<td>4066</td>
<td>$0</td>
<td>(2)</td>
<td>0</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Exercise price paid by delivery of 1,786 shares of Textron Common Stock and $44.70 cash.

2. Shares issued pursuant to the Textron 1999 Long-Term Incentive Plan.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>HOWELL MARY L TEXTRON INC. 1101 PENNSYLVANIA AVENUE, NW, SUITE 400 WASHINGTON, DC 20004</td>
<td>Director 10% Owner Officer Executive Vice President</td>
</tr>
</tbody>
</table>

**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.

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