TEXTRON INC
Reported by
ZIEMER JAMES L

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Deferred Stock Units**

<table>
<thead>
<tr>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanations:**

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**

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanations:**

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.

**Signatures**

/\ /s/ Ann T. Willaman, Attorney-in-Fact 10/2/2012

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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).


**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.**