TEXTRON INC
Reported by
HOWELL MARY L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/12/05 for the Period Ending 08/10/05

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
TEXTRON INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 8/12/2005 For Period Ending 8/10/2005

Address 40 WESTMINSTER ST
PROVIDENCE, Rhode Island 02903
Telephone 401-421-2800
CIK 0000217346
Industry Conglomerates
Sector Conglomerates
Fiscal Year 12/31
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,
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 *
HOWELL MARY L

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

3. Date of Earliest Transaction (MM/DD/YYYY)
8/10/2005

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

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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>8/10/2005</td>
<td>M</td>
<td>2704</td>
<td>$36.9687</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/10/2005</td>
<td>F</td>
<td>1332 (1)</td>
<td>$75.01</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/10/2005</td>
<td>M</td>
<td>2178</td>
<td>$45.875</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/10/2005</td>
<td>F</td>
<td>1332 (2)</td>
<td>$75.01</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/10/2005</td>
<td>M</td>
<td>21822</td>
<td>$45.875</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/10/2005</td>
<td>M</td>
<td>23779</td>
<td>$40.95</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/10/2005</td>
<td>S</td>
<td>45601</td>
<td>$75.2882 (3)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>3984.385</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>272</td>
</tr>
</tbody>
</table>

Held on behalf of Reporting Person by the Textron Savings Plan, as of June 30, 2005.
### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Employee Stock Option (right to buy)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>8/10/2005</th>
<th>M</th>
<th>2704</th>
<th>12/14/1997</th>
<th>12/13/2005</th>
<th>Common Stock</th>
<th>2704</th>
<th>$0 (4)</th>
<th>0</th>
<th>D</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$45.875</td>
<td>8/10/2005</td>
<td>M</td>
<td>24000</td>
<td>(5)</td>
<td>12/11/2006</td>
<td>Common Stock</td>
<td>24000</td>
<td>$0 (4)</td>
<td>0</td>
<td>D</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$40.95</td>
<td>8/10/2005</td>
<td>M</td>
<td>23779</td>
<td>1/15/2003</td>
<td>1/14/2012</td>
<td>Common Stock</td>
<td>23799</td>
<td>$0 (4)</td>
<td>23779</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The exercise price for 2,704 shares was paid by delivery of 1,332 shares of Textron Common Stock and $50.18 cash.
2. The exercise price for 2,178 shares was paid by delivery of 1,332 shares of Textron Common Stock and $2.43 cash.
3. The price reported is the weighted average price per share of transactions effected at prices ranging from $75.00 to $75.70 per share.
4. Shares issued pursuant to the Textron 1999 Long-Term Incentive Plan.
5. The option vested in two equal annual installments, beginning on December 12, 1997.

**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</td>
</tr>
</tbody>
</table>

**Signatures**

Michael D. Cahn, Attorney-in-Fact 8/12/2005

**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.