TEXTRON INC
Reported by
YATES RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/06/12 for the Period Ending 08/06/12

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, 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 *

YATES RICHARD L

(Tax) (First) (Middle)

TEXTRON INC., 40 WESTMINSTER STREET

(Street)

PROVIDENCE, RI 02903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT ]

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

8/6/2012

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

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

__ 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>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</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>8/6/2012</td>
<td>S</td>
<td>V</td>
<td>3308.988 (1)</td>
<td>$26.1098 (2)</td>
<td>28893</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/6/2012</td>
<td>M</td>
<td>6974</td>
<td>A</td>
<td>$5.65</td>
<td>35867</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/6/2012</td>
<td>S</td>
<td>1075</td>
<td>D</td>
<td>$26.09</td>
<td>34792</td>
<td>D</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>I</td>
</tr>
</tbody>
</table>

Held on behalf of Reporting Person by the Textron Savings Plan (as of August 3, 2012).

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee stock option (right to buy)</td>
<td>$5.65</td>
<td>8/6/2012</td>
<td>M</td>
<td>6974</td>
<td>(3)</td>
<td>2/28/2019</td>
<td>Common Stock</td>
<td>6974</td>
<td>$0 (4)</td>
<td>0 (4)</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Includes shares acquired in dividend reinvestment transactions not required to be reported.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from...
$26.1008 to $26.12 inclusive.

(3) The option vests in three (3) equal annual installments, beginning on March 1, 2010.

(4) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.

<table>
<thead>
<tr>
<th>Reporting Owners</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reporting Owner Name / Address</td>
<td>Director</td>
</tr>
<tr>
<td>YATES RICHARD L TEXTRON INC.</td>
<td></td>
</tr>
<tr>
<td>40 WESTMINSTER STREET PROVIDENCE, RI 02903</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

/s/ Ann T. Willaman, Attorney-in-Fact 8/6/2012

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.

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.