TEXTRON INC
Reported by
YATES RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/05/12 for the Period Ending 03/01/12

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
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
TEXTRON INC., 40 WESTMINSTER STREET
PROVIDENCE, RI 02903

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
_____ Director
_____ 10% Owner
X Officer (give title below)
_____ Other (specify below)
Sr. VP & Controller

3. Date of Earliest Transaction (MM/DD/YYYY)
3/1/2012

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by 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>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/1/2012</td>
<td>A</td>
<td></td>
<td>10333 A</td>
<td>$0</td>
<td>34543 D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2012</td>
<td>F</td>
<td></td>
<td>2346 D</td>
<td>$27.76</td>
<td>32197 D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2012</td>
<td>M</td>
<td></td>
<td>17331 A</td>
<td>$0</td>
<td>49528 D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2012</td>
<td>D</td>
<td></td>
<td>17331 D</td>
<td>$27.76</td>
<td>32197 D</td>
<td></td>
</tr>
</tbody>
</table>

Common Stock
69,205 I
Held on behalf of Reporting Person by the Textron Savings Plan (as of 02/29/2012).

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount or Number of Shares Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>3/1/2012</td>
<td>A</td>
<td></td>
<td>37535</td>
<td>$0</td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock Units</td>
<td>3/1/2012</td>
<td>M</td>
<td></td>
<td>3734</td>
<td>$0</td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock</td>
<td>3/1/2012</td>
<td>M</td>
<td></td>
<td>11096</td>
<td>$0</td>
</tr>
</tbody>
</table>
### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative 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. 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>Units</td>
<td>$ 0 (3)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock Units</td>
<td>$ 0 (3)</td>
<td>3/1/2012</td>
<td>M</td>
<td>2501</td>
<td>(6) (6)</td>
<td></td>
<td>Common Stock 2501 $ 0 (2)</td>
<td>7504 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) The option vests in three (3) equal annual installments, beginning on March 1, 2013.

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

(3) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.

(4) Payable in cash in five (5) equal annual installments, beginning on March 1, 2010.

(5) Payable in cash in three (3) equal annual installments, beginning on March 1, 2010.

(6) Payable in cash in five (5) equal annual installments, beginning on March 1, 2011.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>YATES RICHARD L</td>
<td>Director, Sr. VP &amp; Controller</td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td>10% Owner, Officer</td>
</tr>
<tr>
<td>40 WESTMINSTER STREET</td>
<td>Other</td>
</tr>
<tr>
<td>PROVIDENCE, RI 02903</td>
<td></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.

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.