TEXTRON INC
Reported by DONNELLY SCOTT C

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
FORM 4

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 *
DONNELLY SCOTT C
(First) (Middle) (Last)
TEXTRON INC., 40 WESTMINSTER STREET
PROVIDENCE, RI 02903

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

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

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
____ X__ Director
_____ 10% Owner
____ X__ Officer (give title below)
_____ Other (specify below)
Chairman, President & CEO

1. Title of Security
Common Stock

2. Trans. Date
3/1/2012

2A. Deemed Execution Date, if any

3. Trans. Code (Instr. 8)
A

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
A

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
295937

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

<table>
<thead>
<tr>
<th>1. Title of Security</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>
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</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/1/2012</td>
<td>A</td>
<td>104680 A</td>
<td>295937</td>
<td>D</td>
<td>Held on behalf of Reporting Person by the Textron Savings Plan (as of 02/29/2012),</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2012</td>
<td>F</td>
<td>7281 D</td>
<td>288656</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2012</td>
<td>M</td>
<td>57643 A</td>
<td>346299</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/1/2012</td>
<td>D</td>
<td>57643 D</td>
<td>288656</td>
<td>D</td>
<td></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>Employee Stock Option (Right to Buy)</td>
<td>$27.76</td>
<td>3/1/2012</td>
<td>A</td>
<td>300000</td>
<td>(1) 2/28/2022</td>
<td>Common Stock</td>
<td>300000</td>
<td>$0 (2)</td>
<td>300000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Cash-Settled Restricted Stock Units</td>
<td>$ 0 (3)</td>
<td>3/1/2012</td>
<td>M</td>
<td>17976</td>
<td>(4) (4)</td>
<td>Common Stock</td>
<td>17976</td>
<td>$0 (2)</td>
<td>35952</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Cash-Settled</td>
<td>3/1/2012</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Common</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
</thead>
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<tr>
<td>Restricted Stock Units</td>
<td>$0 (3)</td>
<td>M</td>
<td>(A) (D)</td>
<td>Date Exercisable, Expiration Date</td>
<td>Stock 22192 $0 (2) 0 D</td>
<td>Stock 22192 $0 (2) 0 D</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>M</td>
<td>17475 (6)</td>
<td>Common Stock 17475 $0 (2) 52424 D</td>
<td>Common Stock 17475 $0 (2) 52424 D</td>
<td>Common Stock 17475 $0 (2) 52424 D</td>
<td></td>
<td></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>DONNELLY SCOTT C</td>
<td>Director X</td>
</tr>
<tr>
<td>TEXTRON INC. 40 WESTMINSTER</td>
<td>10% Owner</td>
</tr>
<tr>
<td>STREET PROVIDENCE, RI 02903</td>
<td>Officer X</td>
</tr>
<tr>
<td></td>
<td>Other X</td>
</tr>
</tbody>
</table>

Signatures


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.