TEXTRON INC
Reported by
FRENCH TED R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/17/04 for the Period Ending 02/12/04

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
1. Name and Address of Reporting Person *

FRENCH TED R

(Last) (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 ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director  _____ 10% Owner

_ X __ Officer (give title below)  _____ Other (specify below)

EVP and CFO

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

_ X _ Form filed by One Reporting Person

_ ___ Form filed by More than One Reporting Person

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

2/12/2004

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

| Title of Security | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------|----------------|----------------------------------|--------------------------|------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| Common Stock      | 2/12/2004      |                                  | A                        | 9700                                                             | $0 83428                                                                                                                                  | D                                                                                                                                                     |
| Common Stock      |                |                                  |                          |                                                                                                                               | 726.927                                                                                                                                   | I  Held on behalf of Reporting Person by the Textron Savings Plan (as of December 31, 2003).                                                                 |

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>$56.43</td>
<td>2/12/2004</td>
<td></td>
<td>A</td>
<td>29100</td>
<td>2/11/2014</td>
<td>Common</td>
<td>29100</td>
<td>$0 (2)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The option vests in three equal annual installments, beginning on February 12, 2005.

(2) Shares issued pursuant to the Textron 1999 Long-Term Incentive Plan.
### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>FRENCH TED R</td>
<td>EVP and CFO</td>
</tr>
<tr>
<td>TEXTRON INC.</td>
<td></td>
</tr>
<tr>
<td>40 WESTMINSTER STREET</td>
<td></td>
</tr>
<tr>
<td>PROVIDENCE, RI 02903</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Director</th>
<th>10% Owner</th>
<th>Officer</th>
<th>Other</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

Ann T. Willaman, Attorney-in-Fact  
2/17/2004

** 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.