TEXTRON INC
Reported by
POWELL CHARLES D

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/02/04 for the Period Ending 06/30/04

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
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 *

POWELL CHARLES D

24 QUEEN ANNE’S GATE
LONDON, X0 SW1H 9AA

2. Issuer Name and Ticker or Trading Symbol

TEXTRON INC [ TXT ]

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

6/30/2004

5. Relationship of Reporting Person(s) to Issuer

__ X __ Director

___ 10% Owner

_____ Officer (give title below)

_____ Other (specify below)

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>6/30/2004</td>
<td>A</td>
<td>596.422</td>
<td>(2)</td>
<td>(2)</td>
<td>Common</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>6/30/2004</td>
<td>A</td>
<td>32.358</td>
<td>(2)</td>
<td>(2)</td>
<td>Common</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>6/30/2004</td>
<td>A</td>
<td>596.422</td>
<td>(2)</td>
<td>(2)</td>
<td>Common</td>
<td>596.422</td>
<td>$55.33</td>
<td>5724.969</td>
<td>D</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td>$0 (1)</td>
<td>6/30/2004</td>
<td>A</td>
<td>32.358</td>
<td>(2)</td>
<td>(2)</td>
<td>Common</td>
<td>32.358</td>
<td>$57.50</td>
<td>5757.327</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Converts to Common Stock on a 1-for 1 basis.

(2) Payable upon the conclusion of Reporting Person's service on the Textron Inc. Board of Directors.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>POWELL CHARLES D</td>
<td>X</td>
</tr>
<tr>
<td>24 QUEEN ANNE’S GATE</td>
<td></td>
</tr>
<tr>
<td>LONDON, X0 SW1H 9AA</td>
<td></td>
</tr>
</tbody>
</table>

Signatures


** Signature of Reporting Person
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.