TEXTRON INC
Reported by
HANCOCK DAIN M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/03/12 for the Period Ending 03/31/12

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
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

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)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units</td>
<td>3/31/2012</td>
<td>A</td>
<td></td>
<td>2480.952</td>
<td>$25.40 65790.45</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Each deferred stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.

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

Reporting Owners

Reporting Owner Name / Address | Relationships
---|---
HANCOCK DAIN M 8881 RANDOM ROAD FORT WORTH, TX 76179 | Director 10% Owner Officer Other

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.

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