

TEXTRON INC
Reported by
YATES RICHARD L

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/03/10 for the Period Ending 07/30/10

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

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**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 * YATES RICHARD L (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] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/30/2010</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr. VP & Controller 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)

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

1. Title of Security (Instr. 3)	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)
			Code	V	Amount	(A) or (D)			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$38.29	7/30/2010		D		20180		(1)	2/22/2015	Common Stock	20180	(2)	0	D	
Employee Stock Option (Right to Buy)	\$20.76	7/30/2010		A		7853		8/1/2011	2/22/2015	Common Stock	7853	(2)	7853	D	
Employee Stock Option (Right to Buy)	\$43.98	7/30/2010		D		18038		(3)	2/29/2016	Common Stock	18038	(4)	0	D	
Employee Stock Option (Right to Buy)	\$20.76	7/30/2010		A		6757		8/1/2011	2/29/2016	Common Stock	6757	(4)	6757	D	
Employee Stock Option (Right to Buy)	\$45.85	7/30/2010		D		17450		(5)	2/28/2017	Common Stock	17450	(6)	0	D	
Employee Stock Option (Right to Buy)	\$20.76	7/30/2010		A		6953		8/1/2011	2/28/2017	Common Stock	6953	(6)	6953	D	
Employee Stock Option (Right to Buy)	\$54.17	7/30/2010		D		17283		(7)	2/28/2018	Common Stock	17283	(8)	0	D	
Employee Stock Option (Right to Buy)	\$20.76	7/30/2010		A		6426		8/1/2011	2/28/2018	Common Stock	6426	(8)	6426	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Buy)															

Explanation of Responses:

- (1) The option provided for vesting in three (3) equal annual installments, beginning on February 23, 2006.
- (2) As of July 30, 2010, the issuer accepted for exchange and cancelled, pursuant to the issuer's option exchange offer, an option for 20,180 shares of Textron Common Stock granted to the Reporting Person on February 23, 2005. In exchange, the Reporting Person received a new option for 7,853 shares having an exercise price of \$20.76 per share.
- (3) The option provided for vesting in three (3) equal annual installments, beginning on March 1, 2007.
- (4) As of July 30, 2010, the issuer accepted for exchange and cancelled, pursuant to the issuer's option exchange offer, an option for 18,038 shares of Textron Common Stock granted to the Reporting Person on March 1, 2006. In exchange, the Reporting Person received a new option for 6,757 shares having an exercise price of \$20.76 per share.
- (5) The option provided for vesting in three (3) equal annual installments, beginning on March 1, 2008.
- (6) As of July 30, 2010, the issuer accepted for exchange and cancelled, pursuant to the issuer's option exchange offer, an option for 17,450 shares of Textron Common Stock granted to the Reporting Person on March 1, 2007. In exchange, the Reporting Person received a new option for 6,953 shares having an exercise price of \$20.76 per share.
- (7) The option provided for vesting in three (3) equal annual installments, beginning on March 1, 2009.
- (8) As of July 30, 2010, the issuer accepted for exchange and cancelled, pursuant to the issuer's option exchange offer, an option for 17,283 shares of Textron Common Stock granted to the Reporting Person on February 29, 2008. In exchange, the Reporting Person received a new option for 6,426 shares having an exercise price of \$20.76 per share.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YATES RICHARD L TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			Sr. VP & Controller	

Signatures

/s/ Ann T. Willaman, Attorney-in-Fact

8/3/2010

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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