

TEXTRON INC

FORM 10-K405/A

(Amended Annual Report (Regulation S-K, item 405))

Filed 03/15/02 for the Period Ending 12/29/01

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

TEXTRON INC

FORM 10-K405/A
(Amended Annual Report (Regulation S-K, item 405))

Filed 3/15/2002 For Period Ending 12/29/2001

Address	40 WESTMINSTER ST PROVIDENCE, Rhode Island 02903
Telephone	401-421-2800
CIK	0000217346
Industry	Conglomerates
Sector	Conglomerates
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

[X] AMENDMENT NO. 1 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 29, 2001
Commission File Number 1-5480

TEXTRON INC.

(Exact name of registrant as specified in charter)

Delaware

05-0315468

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

40 Westminster Street, Providence, R.I. 02903
(401) 421-2800

(Address and telephone number of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of Class -----	Name of Each Exchange on Which Registered -----
Common Stock - par value 12 1/2(cent)(140,033,068 shares outstanding at March 1, 2002); Preferred Stock Purchase Rights	New York Stock Exchange Pacific Stock Exchange Chicago Stock Exchange
\$2.08 Cumulative Convertible Preferred Stock, Series A - no par value	New York Stock Exchange
\$1.40 Convertible Preferred Dividend Stock, Series B (preferred only as to dividends) - no par value	New York Stock Exchange
8 3/4% Debentures due July 1, 2022	New York Stock Exchange
7.92% Trust Preferred Securities of Subsidiary Trust (and Textron Guaranty with respect thereto)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes [X]. No [].

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

The aggregate market value of voting stock held by non-affiliates of the registrant is \$6,796,294,628 as of March 1, 2002.

Portions of Textron's Annual Report to Shareholders for the fiscal year ended December 29, 2001, are incorporated by reference in Parts I and II of this Report. Portions of Textron's Proxy Statement for its Annual Meeting of Shareholders to be held on April 24, 2002, are incorporated by reference in Part III of this Report.

This Amendment No. 1 to the Textron Inc.'s Annual Report on Form 10-K for the fiscal year ended December 29, 2001 (the "Form 10-K") is being filed for the purpose of correcting a typographical error in the version filed electronically with the Securities and Exchange Commission. In Item 14(a) of the Form 10-K, Exhibit 4.2 should be incorporated by reference to Exhibit 4.2 to Amendment No. 1 to Textron Financial Corporation's Registration Statement on Form S-3 (No. 333-72676) instead of to Exhibit 4.2 to Textron Financial Corporation's Registration Statement on Form S-3 (No. 333-88509). No other changes are being made by means of this filing.

The registrant hereby amends Item 14 of the Form 10-K as follows:

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

The following exhibit replaces Exhibit 4.2 in the previously filed version of this Annual Report on Form 10-K.

EXHIBIT

4.2 Indenture dated as of November 30, 2001, between Textron Financial Canada Funding Corp. and SunTrust Bank, guaranteed by Textron Financial Corporation. Incorporated by reference to Exhibit 4.2 to Amendment No. 1 to Textron Financial Corporation's Registration Statement on Form S-3 (No. 333-72676).

SIGNATURES

Pursuant to the requirement of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEXTRON INC.

Registrant

By: /s/ Michael D. Cahn

Michael D. Cahn
Attorney-in-fact

DATE: March 15, 2002

End of Filing