

**TEXTRON INC**  
Reported by  
**BOHLEN KENNETH C**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/05/10 for the Period Ending 12/31/09

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

[ X ] 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

<b>1. Name and Address of Reporting Person *</b>  <b>Bohlen Kenneth C</b> <small>(Last) (First) (Middle)</small>  <b>TEXTRON INC., 2301 EAGLE PARKWAY, SUITE 250</b> <small>(Street)</small>  <b>FORT WORTH, TX 76177</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TEXTRON INC [ TXT ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/31/2009</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Executive VP</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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)	Price			
Common Stock	12/31/2009 <small>(1)</small>		M		7943.1458	A	\$0	55293.1458	D	
Common Stock	12/31/2009 <small>(1)</small>		D		7943.1458	D	\$18.81	47350	D	
Common Stock								14534.608	I	Held on behalf of Reporting Person by the Textron Savings Plan (as of December 31, 2009).

**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				
Cash-Settled Restricted Stock Units	\$0 <small>(2)</small>	12/31/2009 <small>(1)</small>		M		7943.1458		(3)	(3)	Common Stock	7943.1458	\$0	11031.8542	D	
Cash-Settled Restricted Stock Units	\$0	12/31/2009		D		11031.8542		(4)	(4)	Common Stock	11031.8542	\$0	0	D	
Phantom Stock	\$0 <small>(5)</small>	12/31/2009		A		764.925		(6)	(6)	Common Stock	764.925	\$13.40	3854.626 <small>(7)</small>	D	

**Explanation of Responses:**

- (1) Date on which the value of the award was determined due to Reporting Person's December 31, 2009 termination date; the amount payable in settlement of the award will be paid, with interest, in 6 months.
- (2) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.
- (3) These cash-settled restricted stock units vested on Reporting Person's December 31, 2009 termination date.
- (4) These cash-settled restricted stock units were forfeited as a result of Reporting Person's December 31, 2009 termination date.
- (5) Each share of phantom stock is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (6) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (7) Acquired pursuant to the Textron Spillover Savings Plan; total includes phantom shares acquired in dividend reinvestment transactions not required to be reported.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Bohlen Kenneth C</b> <b>TEXTRON INC.</b> <b>2301 EAGLE PARKWAY, SUITE 250</b> <b>FORT WORTH, TX 76177</b>			<b>Executive VP</b>	

**Signatures**

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

1/5/2010

\*\* 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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