

TEXTRON INC

Reported by **EVANS IVOR J**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/02/12 for the Period Ending 09/30/12

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



[] 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2.	2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
EVANS IVOI	R J					XTRON									_	
(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)						X _ Direc	ctor r (give title l	- 		Owner (specify	
HCI EQUITY PARTNERS, 1730 PENNSYLVANIA AVENUE, NW,					9/30/2012						below)	(give title t	gelow) _	Onler	(specify	
SUITE 525		, ,	_, _ , , , ,													
												6. Individual or Joint/Group Filing (Check Applicable Line)				
WASHINGTO	ON, DC	20006									X F C	1 11 0	n : n			
(City)	(State)	(Zip))										Reporting Per han One Rep		n	
		Table l	I - Non-I	Deriv	ati	ve Securit	ties	Acquire	d, Dispos	ed of, or	Beneficially	y Owned				
1. Title of Security (Instr. 3)				2. Tra Date	ans.	2A. Deemed Execution Date, if any	Co (In:	de Adestr. 8) Di (In	Securities cquired (A) of isposed of (Enstr. 3, 4 and (A) or mount (D)	Follo (Instr	nount of Securities wing Reported T . 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
Tab	le II - Dei	rivative	Securitio	es Be	enef	ficially Ov	vne	ed (e.g. ,)	puts, call	s, warra	nts, options	convert	ible secur	ities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any	4. Trans Code (Instr 8)	3. 	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date				8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Ownership Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported	(I) (Instr. 4)		
Deferred Stock Units	\$0 (1)	9/30/2012		A		2339.795		(2)	(2)	Common Stock	2339.795	\$26.11	44442.154	D		

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 5 where							
Banastina Overnas Nama / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
EVANS IVOR J							
HCI EQUITY PARTNERS							
1730 PENNSYLVANIA AVENUE, NW, SUITE 525	X						
WASHINGTON, DC 20006							

Signatures

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

10/2/2012

^{**} 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).
- ** 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.

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.