

**TEXTRON INC**  
Reported by  
**DONNELLY SCOTT C**

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

Filed 03/03/11 for the Period Ending 03/01/11

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



**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				
<b>Restricted Stock Units</b>	\$0 (3)	3/1/2011		M		22193		(5)	(5)	Common Stock	22193	\$0 (2)	22192	D	
<b>Cash-Settled Restricted Stock Units</b>	\$0 (3)	3/1/2011		M		17475		(6)	(6)	Common Stock	17475	\$0 (2)	69899	D	

**Explanation of Responses:**

- (1) The option vests in three (3) equal annual installments, beginning on March 1, 2012.
- (2) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.
- (3) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.
- (4) Payable in cash in five (5) equal annual installments, beginning on March 1, 2010.
- (5) Payable in cash in three (3) equal annual installments, beginning on March 1, 2010.
- (6) Payable in cash in five (5) equal annual installments, beginning on March 1, 2011.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>DONNELLY SCOTT C TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903</b>	<b>X</b>		<b>Chairman, President &amp; CEO</b>	

**Signatures**

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

3/3/2011

\*\* 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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