

TEXTRON INC

Reported by
HOWELL MARY L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/12/05 for the Period Ending 08/10/05

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 4

(Statement of Changes in Beneficial Ownership)

Filed 8/12/2005 For Period Ending 8/10/2005

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

Powered By 

<http://www.edgar-online.com/>

© Copyright 2005. All Rights Reserved.

Distribution and use of this document restricted under EDGAR Online's Terms of Use.

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**

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2008
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,
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 * HOWELL MARY L <small>(Last) (First) (Middle)</small> TEXTRON INC., 1101 PENNSYLVANIA AVENUE, NW, SUITE 400 <small>(Street)</small> WASHINGTON, DC 20004 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol TEXTRON INC [TXT] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/10/2005</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	8/10/2005		M		2704	A	\$36.9687	21828	D	
Common Stock	8/10/2005		F		1332 (1)	D	\$75.01	20496	D	
Common Stock	8/10/2005		M		2178	A	\$45.875	22674	D	
Common Stock	8/10/2005		F		1332 (2)	D	\$75.01	21342	D	
Common Stock	8/10/2005		M		21822	A	\$45.875	43164	D	
Common Stock	8/10/2005		M		23779	A	\$40.95	66943	D	
Common Stock	8/10/2005		S		45601	D	\$75.2882 (3)	21342	D	
Common Stock								3984.385	I	Held on behalf of Reporting Person by the Textron Savings Plan, as of June 30, 2005.
Common Stock								272	I	Held by Reporting Person's son.

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				
Employee Stock Option (right to buy)	\$36.9687	8/10/2005		M		2704	12/14/1997	12/13/2005	Common Stock	2704	\$0 ⁽⁴⁾	0	D	
Employee Stock Option (right to buy)	\$45.875	8/10/2005		M		24000	⁽⁵⁾	12/11/2006	Common Stock	24000	\$0 ⁽⁴⁾	0	D	
Employee Stock Option (right to buy)	\$40.95	8/10/2005		M		23779	1/15/2003	1/14/2012	Common Stock	23799	\$0 ⁽⁴⁾	23779	D	

Explanation of Responses:

- (1) The exercise price for 2,704 shares was paid by delivery of 1,332 shares of Textron Common Stock and \$50.18 cash.
- (2) The exercise price for 2,178 shares was paid by delivery of 1,332 shares of Textron Common Stock and \$2.43 cash.
- (3) The price reported is the weighted average price per share of transactions effected at prices ranging from \$75.00 to \$75.70 per share.
- (4) Shares issued pursuant to the Textron 1999 Long-Term Incentive Plan.
- (5) The option vested in two equal annual installments, beginning on December 12, 1997.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL MARY L TEXTRON INC. 1101 PENNSYLVANIA AVENUE, NW, SUITE 400 WASHINGTON, DC 20004			Executive Vice President	

Signatures

**Michael D. Cahn,
Attorney-in-Fact**

8/12/2005

** 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.

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.

End of Filing

