

**TEXTRON INC**  
Reported by  
**YATES RICHARD L**

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

Filed 08/06/12 for the Period Ending 08/06/12

|             |   |
|-------------|---|
| Address     | 40 WESTMINSTER ST<br>PROVIDENCE, RI 02903       |
| Telephone   | 4014212800                                      |
| CIK         | 0000217346                                      |
| Symbol      | TXT   |
| SIC Code    | 6162 - Mortgage Bankers and Loan Correspondents |
| Fiscal Year | 01/02   |

# FORM 4

**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><br><br><b>YATES RICHARD L</b><br><small>(Last) (First) (Middle)</small><br><br><b>TEXTRON INC., 40 WESTMINSTER STREET</b><br><small>(Street)</small><br><br><b>PROVIDENCE, RI 02903</b><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>TEXTRON INC [ TXT ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>8/6/2012</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><br><input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>Sr. VP &amp; Controller</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>   |  |  |

| 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                    | 8/6/2012       |                                   | S                         |   | 3308.988<br><small>(1)</small>                                    | D          | \$26.1098 <small>(2)</small> | 28893  | D  |  |
| Common Stock                    | 8/6/2012       |                                   | M                         |   | 6974  | A          | \$5.65                       | 35867  | D  |  |
| Common Stock                    | 8/6/2012       |                                   | S                         |   | 1075  | D          | \$26.09                      | 34792  | D  |  |
| Common Stock                    |                |                                   |                           |   |   |            |                              | 413.729  | I  | Held on behalf of Reporting Person by the Textron Savings Plan (as of August 3, 2012). |

**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 |  |   |  |  |
| Employee stock option (right to buy)     | \$5.65   | 8/6/2012       |                                   | M                         |   | 6974   |     | (3)                                     | 2/28/2019       | Common Stock  | 6974                       | \$0 <small>(4)</small>                     | 0   | D  |  |

**Explanation of Responses:**

- (1) Includes shares acquired in dividend reinvestment transactions not required to be reported.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

\$26.1008 to \$26.12 inclusive.

(3) The option vests in three (3) equal annual installments, beginning on March 1, 2010.

(4) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| <b>YATES RICHARD L<br/>TEXTRON INC.<br/>40 WESTMINSTER STREET<br/>PROVIDENCE, RI 02903</b> |               |           | <b>Sr. VP &amp; Controller</b> |       |

**Signatures**

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

8/6/2012

\*\* 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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