



**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option - Right to Buy</b>	(4)	2/28/2021	<b>Common</b>	<b>6711</b>	<b>\$26.25</b>	<b>D</b>	
<b>Employee Stock Option - Right to Buy</b>	8/1/2010	2/28/2018	<b>Common</b>	<b>260</b>	<b>\$20.76</b>	<b>D</b>	
<b>Employee Stock Option - Right to Buy</b>	8/1/2010	2/28/2017	<b>Common</b>	<b>259</b>	<b>\$20.76</b>	<b>D</b>	
<b>Employee Stock Option - Right to Buy</b>	8/1/2010	2/29/2016	<b>Common</b>	<b>299</b>	<b>\$20.76</b>	<b>D</b>	
<b>Employee Stock Option - Right to Buy</b>	8/1/2010	2/28/2015	<b>Common</b>	<b>537</b>	<b>\$20.76</b>	<b>D</b>	
<b>Cash-Settled Restricted Stock Units</b>	(5)	(5)	<b>Common</b>	<b>3192</b>	(6)	<b>D</b>	
<b>Cash-Settled Restricted Stock Units</b>	(7)	(7)	<b>Common</b>	<b>1010</b>	(6)	<b>D</b>	
<b>Cash-Settled Restricted Stock Units</b>	(8)	(8)	<b>Common</b>	<b>1092</b>	(6)	<b>D</b>	
<b>Stock Units</b>	(9)	(9)	<b>Common</b>	<b>62.21</b> (10)	(11)	<b>D</b>	

**Explanation of Responses:**

- (1) This option vests in three (3) equal annual installments, beginning on March 1, 2015.
- (2) This option vests in three (3) equal annual installments, beginning on March 1, 2014.
- (3) This option vests in three (3) equal annual installments, beginning on March 1, 2013.
- (4) This option vested in three (3) equal annual installments, beginning on March 1, 2012.
- (5) Payable in cash in three (3) equal annual installments, beginning on March 1, 2015.
- (6) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.
- (7) Payable in cash in five (5) equal annual installments, beginning on March 1, 2012.
- (8) Payable in cash in five (5) equal annual installments, beginning on March 1, 2011.
- (9) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (10) Acquired pursuant to the Textron Spillover Savings Plan.
- (11) Each stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Bamford Mark S 40 WESTMINSTER STREET PROVIDENCE, RI 02903</b>			<b>VP and Corporate Controller</b>	

**Signatures**

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

3/7/2014

Date

\*\* 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 5(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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of E. Robert Lupone, Jayne M. Donegan and Ann T. Willaman, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Textron Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein

granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 2nd day of March, 2014.

Signature: /s/ Mark S. Bamford

Print Name: Mark S. Bamford