

Connor Frank T  
 Form 4  
 March 03, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Connor Frank T

(Last) (First) (Middle)  
 TEXTRON INC., 40  
 WESTMINSTER STREET  
 (Street)

PROVIDENCE, RI 02903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 TEXTRON INC [TXT]

3. Date of Earliest Transaction (Month/Day/Year)  
 03/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	03/01/2011		A		26,198	A	\$ 0
Common Stock	03/01/2011		M		20,226	A	\$ 0
Common Stock	03/01/2011		D		20,226	D	\$ 26.25
Common Stock							1,379.69
						I	Held on behalf of the Reporting Person by

the Textron Savings Plan (as of February 25, 2011).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (Right to Buy)	\$ 26.25	03/01/2011		A		69,566		(1)	02/28/2021	Common Stock
Cash-Settled Restricted Stock Units	\$ 0 (3)	03/01/2011		M		14,000		(4)	(4)	Common Stock
Cash-Settled Restricted Stock Units	\$ 0 (3)	03/01/2011		M		6,226		(5)	(5)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Connor Frank T TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			Executive VP and CFO	

## Signatures

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

03/03/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (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 five (5) equal annual installments, beginning on March 1, 2011.

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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