

Connor Frank T
 Form 4
 February 27, 2019

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & CFO

(Street)
 PROVIDENCE, RI 02910

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

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 | 02/25/2019 | | M | | 72,732 | A | \$ 20.21 |
| Common Stock | 02/25/2019 | | S | | 72,732 | D | \$ 55.17 <u>(1)</u> |
| Common Stock | 02/26/2019 | | M | | 11,201 | A | \$ 20.21 |
| Common Stock | 02/26/2019 | | S | | 11,201 | D | \$ 55 <u>(2)</u> |
| Common Stock | | | | | | | 26,437 |
| | | | | | | I | By trust |

| | | | |
|-----------------|----------|---|---|
| Common Stock | 4,284.66 | I | Held on behalf of the Reporting Person by the Textron Savings Plan (as of 02/26/2019). |
|-----------------|----------|---|---|

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

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option - Right to Buy | \$ 20.21 | 02/25/2019 | | M | 72,732 | (3) 02/29/2020 | Common Stock | 72,732 | |
| Employee Stock Option - Right to Buy | \$ 20.21 | 02/26/2019 | | M | 11,201 | (3) 02/29/2020 | Common Stock | 11,201 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Connor Frank T TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02910 | | | Executive Vice President & CFO | |

Signatures

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

02/27/2019

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.34, inclusive. The Reporting Person undertakes to provide to Textron Inc., any security holder of Textron Inc. or the staff of the Securities and Exchange Commission, upon request, with full information regarding the number of shares sold at each separate price within the range set forth in footnotes (1) and (2).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.01, inclusive.
 - (2) The option vested in three (3) equal annual installments, beginning on March 1, 2011.
 - (3) Issued pursuant to the Textron Inc. 2007 Long-Term Incentive Plan.

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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