

Johnson Cheryl H
Form 4
March 05, 2013

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 *
Johnson Cheryl H

(Last) (First) (Middle)
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)
03/01/2013

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, Human Resources

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/01/2013		A	5,176 A \$ 0	21,567.68	D	
Common Stock	03/01/2013		F	55 D \$ 28.47	21,512.68	D	
Common Stock	03/01/2013		M	1,213 A \$ 0	22,725.68	D	
Common Stock	03/01/2013		D	1,213 D \$ 28.47	21,512.68	D	
Common Stock					1,414.643	I	Held on behalf of the

Reporting Person by the Textron Savings Plan (as of February 27, 2013).

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

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SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 28.47	03/01/2013		A	14,210	(1) 02/28/2023	Common Stock	14,210	
Cash-Settled Restricted Stock Units	\$ 0 (3)	03/01/2013		M	594	(4) (4)	Common Stock	594	
Cash-Settled Restricted Stock Units	\$ 0 (3)	03/01/2013		M	425	(5) (5)	Common Stock	425	
Cash-Settled Restricted Stock Units	\$ 0 (3)	03/01/2013		M	194	(6) (6)	Common Stock	194	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Cheryl H 40 WESTMINSTER STREET			Executive VP, Human Resources	

PROVIDENCE, RI 02903

Signatures

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

03/05/2013

__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, 2014.
- (2) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.
- (3) Each stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (4) Payable in cash in two (2) equal annual installments, beginning on March 1, 2013.
- (5) Payable in cash in three (3) equal annual installments, beginning on March 1, 2013.
- (6) Payable in cash in four (4) equal annual installments, beginning on March 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.