

HOWELL MARY L
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWELL MARY L

(Last) (First) (Middle)

TEXTRON INC., 1101 PENNSYLVANIA AVENUE, NW, SUITE 400

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2009

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

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	12/31/2009 ⁽¹⁾		M		10,493.8625	A	\$ 0
Common Stock	12/31/2009 ⁽¹⁾		D		10,493.8625	D	\$ 18.81
Common Stock					9,590.038	I	Held on behalf of Reporting Person by Textron Savings Plan (as of

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- (1) Date on which the value of the award was determined due to Reporting Person's December 31, 2009 termination date; the amount payable in settlement of the award will be paid, with interest, in 6 months.
- (2) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.
- (3) These cash-settled restricted stock units vested on Reporting Person's December 31, 2009 termination date.
- (4) These cash-settled restricted stock units were forfeited as a result of Reporting Person's December 31, 2009 termination date.

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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