

Bohlen Kenneth C
 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 *
 Bohlen Kenneth C

(Last) (First) (Middle)
 TEXTRON INC., 2301 EAGLE PARKWAY, SUITE 250
 (Street)

FORT WORTH, TX 76177

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/31/2009 ⁽¹⁾ | | M | | 7,943.1458 | A | \$ 0 |
| Common Stock | 12/31/2009 ⁽¹⁾ | | D | | 7,943.1458 | D | \$ 18.81 |
| Common Stock | | | | | 14,534.608 | I | Held on behalf of Reporting Person by the Textron Savings Plan (as of |

December
31, 2009).

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-------------|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Cash-Settled Restricted Stock Units | \$ 0 ⁽²⁾ | 12/31/2009 ⁽¹⁾ | | M | | 7,943.1458 | ⁽³⁾ | ⁽³⁾ | Common Stock |
| Cash-Settled Restricted Stock Units | \$ 0 | 12/31/2009 | | D | | 11,031.8542 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock |
| Phantom Stock | \$ 0 ⁽⁵⁾ | 12/31/2009 | | A | | 764.925 | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bohlen Kenneth C TEXTRON INC. 2301 EAGLE PARKWAY, SUITE 250 FORT WORTH, TX 76177 | | | Executive VP | |

Signatures

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

01/05/2010

**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).

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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.
- (5) Each share of phantom stock is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (6) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- (7) Acquired pursuant to the Textron Spillover Savings Plan; total includes phantom shares acquired in dividend reinvestment transactions not required to be reported.

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.