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ODONNEI Form 4	LL TERRENCE							
January 04	ЛЛ	ED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						PPROVAL 3235-0287
Check t if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Ins 1(b).	to 16. or Filed pur ons ntinue.	Washington, D.C. 20549 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	e Responses)							
			2. Issuer Name and Ticker or Trading Symbol TEXTRON INC [TXT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) TEXTRON WESTMIN	(Month	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010			Director 10% Owner X Officer (give title Other (specify below) below) EVP, General Counsel & Secy			
PROVIDE	(Street)	If Amendment, Date Original ed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
PROVIDE	NCE, RI 02903					Person		1 0
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative So	ecurities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(. (A) or (D)	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)
Reminder: Ro	eport on a separate lind	e for each class of se	curities bene	Persons informa required	s who res tion cont d to respo s a curre	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)		Instr. 8)	Disposed of	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(I)
			C	Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	\$ 0 <u>(1)</u>	12/31/2010		А	674.374		(2)	(2)	Common Stock	674.374 5

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ODONNELL TERRENCE TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903			EVP, General Counsel & Secy				
Signatures							

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/s/ Ann T. Willaman, 01/04/2011 Attorney-in-Fact Date

**Signature of Reporting Person

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) Each stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (2) Payable in cash upon the conclusion of Reporting Person's employment with Textron Inc.
- Acquired pursuant to the Textron Spillover Savings Plan; total includes stock units acquired in dividend reinvestment transactions not (3) 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.