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HANCOCK DAIN M	Л										
Form 4											
April 03, 2012									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Subject to Section 16. Form 4 or		' CHAN	NGES IN	BENE RITIES	Estimated burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5					
obligations Se may continue. See Instruction 1(b).	ction 17(a)	of the P	ublic U	tility Ho	lding Co		t of 1935 or Secti				
(Print or Type Responses)										
1. Name and Address of Reporting Person <u>*</u> HANCOCK DAIN M			Symbol	er Name an		or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			TEXTF	RON INC	[TXT]						
(Last) (First) (Middle) 8881 RANDOM ROAD			 Date of Earliest Transaction (Month/Day/Year) 03/31/2012 			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) FORT WORTH, TX 76179			4. If Amendment, Date Original Filed(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 					
							Person				
(City) (State	e) (Zi	ip)	Tab	le I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of 2. Transac Security (Month/D (Instr. 3)	ar	A. Deeme xecution I 1y Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	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: Report on a se	enarate line fo	r each cla	iss of sec	urities here	ficially or	uned directly	or indirectly				
Kenninger, Report on a st	parate fille 10	n cach cla	55 OF SEC	unities defie	Pers infor requ	ons who re mation con ired to resp ays a curre	spond to the collectation of maneenty. spond to the collectation of the collectation o	n are not orm	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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0 <u>(1)</u>	03/31/2012	А		2,480.952		(2)	(2)	Common Stock	2,480.952

Reporting Owners

Reporting Owner Name / Address		Relationsh					
	Director	10% Owner	Officer	Other			
HANCOCK DAIN M 8881 RANDOM ROAD FORT WORTH, TX 76179	Х						
Signatures							
/s/ Ann T. Willaman, Attorney-in-Fact		04/03/20					
**Signature of Reporting Person		Date					
Explanation of Responses:							

Explanation of nesponses.

* 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 deferred 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 service on the Textron Inc. Board of Directors.

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.