

Johnson Cheryl H
Form 3
July 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Johnson Cheryl H | | (Month/Day/Year) | TEXTRON INC [TXT] | |
| (Last) | (First) | (Middle) | 07/01/2012 | |
| 40 WESTMINSTER STREET | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| PROVIDENCE, Â RI Â 02903 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive VP, Human Resources | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 709.68 | D | Â |
| Common Stock | 1,159.76 | I | Held on behalf of the Reporting Person by the Textron Savings Plan (as of July 1, 2012) |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (Right to Buy) | 08/01/2011 | 03/01/2017 | Common Stock | 623 | \$ 20.76 | D | Â |
| Employee Stock Option (Right to Buy) | 08/01/2011 | 02/28/2018 | Common Stock | 548 | \$ 20.76 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(1)</u> | 03/01/2021 | Common Stock | 2,578 | \$ 26.25 | D | Â |
| Employee Stock Option (Right to Buy) | Â <u>(2)</u> | 03/01/2022 | Common Stock | 4,419 | \$ 27.76 | D | Â |
| Cash-Settled Restricted Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 1,187 | \$ <u>(4)</u> | D | Â |
| Cash-Settled Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 1,274 | \$ <u>(4)</u> | D | Â |
| Cash-Settled Restricted Stock Units | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 776 | \$ <u>(4)</u> | D | Â |
| Cash-Settled Restricted Stock Units | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 1,542 | \$ <u>(4)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Cheryl H 40 WESTMINSTER STREET PROVIDENCE, RI 02903 | Â | Â | Â Executive VP, Human Resources | Â |

Signatures

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

07/03/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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. The first installment became exercisable on March 1, 2012. The second and third installments will become exercisable on March 1, 2013 and March 1, 2014, respectively.
- (2) The option vests in three (3) equal annual installments, beginning on March 1, 2013.
- (3) Payable in cash in two (2) equal annual installments, beginning on March 1, 2013.
- (4) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.

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- (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.
- (7) Payable in cash in three (3) equal annual installments, beginning on March 1, 2015.

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.