TEXTRON INC Form 4 March 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

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(b).

(Last)

1. Name and Address of Reporting Person * DONNELLY SCOTT C

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

TEXTRON INC [TXT]

(Check all applicable)

TEXTRON INC., 40

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

X Director 10% Owner Other (specify X_ Officer (give title below)

03/01/2015

Chairman, President & CEO

WESTMINSTER STREET

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

PROVIDENCE, RI 02903

(City)	(State)	(Zip) Tal	-Derivativ	quired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (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)		
Common			Code V	Amount	(D)	Price	(moure and r)		
Common Stock	03/01/2015		A	62,574	A	\$ 0	487,513	D	
Common Stock	03/01/2015		F	21,696	D	\$ 44.31	465,817	D	
Common Stock	03/01/2015		M	17,474	A	\$ 0	483,291	D	
Common Stock	03/01/2015		D	17,474	D	\$ 44.31	465,817	D	
Common Stock							4,510.602	I	Held on behalf of Reporting

Person by the Textron Savings Plan (as of 02/27/2015).

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

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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 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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 44.31	03/01/2015		A	194,546		<u>(1)</u>	02/28/2025	Common Stock
Cash-Settled Restricted Stock Units	\$ 0 (3)	03/01/2015		M		17,474	<u>(4)</u>	<u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
DONNELLY SCOTT C TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903	X		Chairman, President & CEO				

Signatures

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

**Signature of Reporting Person Date

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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) The option vests in three (3) equal annual installments, beginning on March 1, 2016.
- (2) Issued pursuant to the Textron 2007 Long-Term Incentive Plan.
- (3) Each cash-settled restricted stock unit is valued upon vesting based upon the value of one (1) share of Textron Inc. Common Stock.
- (4) Payable in cash in five (5) equal annual installments, beginning on March 1, 2011.

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.