

TEXTRON INC
Form 4
March 03, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Cheryl H

(Last) (First) (Middle)

40 WESTMINSTER STREET

(Street)

PROVIDENCE, RI 02903

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TEXTRON INC [TXT]

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

03/01/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive VP, Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	03/01/2015		A	4,533 A \$ 0	30,424.68	D	
Common Stock	03/01/2015		M	1,132 A \$ 0	31,556.68	D	
Common Stock	03/01/2015		D	1,132 D \$ 44.31	30,424.68	D	
Common Stock					2,202.219	I	Held on behalf of the 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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(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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 44.31	03/01/2015		A	14,093	<u>(1)</u> 02/28/2025	Common Stock	14,0
Cash-Settled Restricted Stock Units	\$ 0 <u>(3)</u>	03/01/2015		M	424	<u>(4)</u> <u>(4)</u>	Common Stock	42
Cash-Settled Restricted Stock Units	\$ 0 <u>(3)</u>	03/01/2015		M	194	<u>(5)</u> <u>(5)</u>	Common Stock	19
Cash-Settled Restricted Stock Units	\$ 0 <u>(3)</u>	03/01/2015		M	514	<u>(6)</u> <u>(6)</u>	Common Stock	51

Reporting Owners

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

Signatures

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

03/03/2015

__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).

- (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 stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (4) Payable in cash in three (3) equal annual installments, beginning on March 1, 2013.
- (5) Payable in cash in four (4) equal annual installments, beginning on March 1, 2013.
- (6) 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.
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