

TEXTRON INC
Form 4
March 03, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
03/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/01/2016 | | A | | 5,148 | A | \$ 0 |
| Common Stock | 03/01/2016 | | F | | 544 | D | \$ 34.5 |
| Common Stock | 03/01/2016 | | M | | 708 | A | \$ 0 |
| Common Stock | 03/01/2016 | | D | | 708 | D | \$ 34.5 |
| Common Stock | | | | | | | 2,516.974 |
| | | | | | | I | Held on behalf of the Reporting |

Person by the
 Textron
 Savings Plan
 (as of
 03/01/2016).

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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option - Right to Buy | \$ 34.5 | 03/01/2016 | | A | 17,131 | (1) 03/01/2026 | Common Stock | 17,131 |
| Cash-Settled Restricted Stock Units | \$ 0 (3) | 03/01/2016 | | M | 194 | (4) (4) | Common Stock | 194 |
| Cash-Settled Restricted Stock Units | \$ 0 (3) | 03/01/2016 | | M | 514 | (6) (6) | Common Stock | 514 |

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

03/03/2016

__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 03/01/2017.
- (2) Issued pursuant to the Textron Inc. 2015 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 five (5) equal annual installments, beginning on 03/01/2012.
- (5) Issued pursuant to the Textron Inc. 2007 Long-Term Incentive Plan.
- (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. 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.