

TEXTRON INC
Form 4
March 03, 2017

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 *
Connor Frank T

(Last) (First) (Middle)

TEXTRON INC., 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)

03/01/2017

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 ____ Other (specify
below) below)

Executive VP and CFO

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	03/01/2017		A	17,199 A	\$ 0 141,537 ⁽¹⁾	D	
Common Stock	03/01/2017		F	9,582 D	\$ 49.58 131,955	D	
Common Stock	03/02/2017		G	26,437 ⁽²⁾ D	\$ 0 105,518	D	
Common Stock	03/02/2017		G	26,437 ⁽²⁾ A	\$ 0 26,437 ⁽²⁾	I	By trust
Common Stock					3,797.224	I	Held on behalf of the Reporting

Person by the
Textron
Savings Plan
(as of
03/01/2017).

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 49.58	03/01/2017		A		62,591		<u>(3)</u>	02/28/2027	Common Stock	62,591

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Connor Frank T TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903	Executive VP and CFO

Signatures

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

03/03/2017

__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) Total includes shares acquired in dividend reinvestment transactions not required to be reported.
- (2) These shares were gifted to a trust, of which Reporting Person's spouse is the sole trustee, for the benefit of Reporting Person's immediate family members.
- (3) The option vests in three (3) equal annual installments, beginning on 03/01/2018.
- (4) Issued pursuant to the Textron Inc. 2015 Long-Term Incentive Plan.

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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