

BADER KATHLEEN M
Form 4
January 04, 2012

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 *
BADER KATHLEEN M

2. Issuer Name and Ticker or Trading Symbol
TEXTRON INC [TXT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5007 NURMI DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2011

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

MIDLAND, MI 48640

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/27/2011 | | J ⁽¹⁾ | | 222 | D | \$ 0 | 2,000 | D | |
| Common Stock | 10/27/2011 | | J ⁽¹⁾ | | 222 | A | \$ 0 | 20,222 | I | By Kathleen M. Bader Trust U/A Dtd 1/14/1998 |
| Common Stock | 12/15/2011 | | G | V | 600 | D | \$ 0 | 19,622 | I | By Kathleen M. Bader Trust U/A |

| | | | | | | | | | |
|--------------|------------|---|---|-------|---|------|--------|---|---|
| Common Stock | 12/16/2011 | G | V | 1,360 | D | \$ 0 | 18,262 | I | Dtd 1/14/1998 By Kathleen M. Bader Trust U/A Dtd 1/14/1998 |
|--------------|------------|---|---|-------|---|------|--------|---|---|

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

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.

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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 |
| Deferred Stock Units | \$ 0 ⁽²⁾ | 12/31/2011 | | A | 1,398.499 | ⁽³⁾ ⁽³⁾ | Common Stock 1,398.499 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BADER KATHLEEN M 5007 NURMI DRIVE MIDLAND, MI 48640 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Ann T. Willaman, Attorney-in-Fact | 01/04/2012 |
| <u> </u> 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).

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- (1) Transfer of 222 shares acquired under the Textron Dividend Reinvestment Plan to Reporting Person's trust account.
- (2) Each deferred stock unit is valued based upon the value of one (1) share of Textron Inc. Common Stock.
- (3) Payable in cash upon the conclusion of Reporting Person's service on the Textron Inc. Board of Directors.

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.