

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * DONNELLY SCOTT C (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman, President & CEO |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/20/2019</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 2/20/2019 | | M | | 150226 | A | \$20.21 | 707495 | D | |
| Common Stock | 2/20/2019 | | S (1) | | 150226 | D | \$55.04 (2) | 557269 | D | |
| Common Stock | 2/21/2019 | | M | | 305 | A | \$20.21 | 557574 | D | |
| Common Stock | 2/21/2019 | | S (1) | | 305 | D | \$55.04 (3) | 557269 | D | |
| Common Stock | 2/22/2019 | | M | | 80123 | A | \$20.21 | 637392 | D | |
| Common Stock | 2/22/2019 | | S (1) | | 80123 | D | \$55.03 (4) | 557269 | D | |
| Common Stock | | | | | | | | 5697.736 | I | Held on behalf of the Reporting Person by the Textron Savings Plan (as of 2/21/2019). |

Table II - Derivative Securities 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. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option - Right to Buy | \$20.21 | 2/20/2019 | | M | | 150226 | | (5) | 2/29/2020 | Common Stock | 150226 | \$0 (6) | 85376 | D | |
| Employee Stock Option - Right to Buy | \$20.21 | 2/21/2019 | | M | | 305 | | (5) | 2/29/2020 | Common Stock | 305 | \$0 (6) | 85071 | D | |
| Employee Stock Option - Right to Buy | \$20.21 | 2/22/2019 | | M | | 80123 | | (5) | 2/29/2020 | Common Stock | 80123 | \$0 (6) | 4948 | D | |

Explanation of Responses:

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.19, inclusive. The Reporting Person undertakes to provide to Textron Inc., any security holder of Textron Inc. or the staff of the Securities and Exchange

Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.06, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.11, inclusive.
- (5) The option vested in three (3) equal annual installments, beginning on March 1, 2011.
- (6) Issued pursuant to the Textron Inc. 2007 Long-Term Incentive Plan.

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

2/22/2019

**Signature of Reporting Person

Date

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

* 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).

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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