

TEXTRON INC
Form 8-K
October 20, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 20, 2005

TEXTRON INC.

(Exact name of Registrant as specified in its charter)

Delaware	I-5480	05-0315468
(State of	(Commission File Number.)	(IRS Employer
Incorporation)		Identification Number)

40 Westminster Street, Providence, Rhode Island 02903
(Address of principal executive offices)

Registrant's telephone number, including area code: (401) 421-2800

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On October 20, 2005, Textron Inc. ("Textron") issued a press release announcing its financial results for the quarter ended October 1, 2005. This press release is attached hereto as Exhibit 99 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

The following exhibits are filing herewith

99 Press release dated October 20, 2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TEXTRON INC.

(Registrant)

Date: October 20, 2005

By: s/Michael D. Cahn
 Michael D. Cahn
 Senior Associate General Counsel-Securities
 and Assistant Secretary

EXHIBIT INDEX

Exhibit No

Exhibit

99 Press release dated October 20, 2005

solid black; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price Common Stock03/07/2006 J⁽¹⁾ 754 A \$ 29.02 40,118 I by Trust Common Stock
 207,607 D Common Stock (restricted) 11,985 D

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

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SEC 1474
 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V				
Non-Qualified Stock Option (right to buy)	\$ 7.97			(2)	07/17/2006	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 9.25			(2)	08/30/2008	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 18.5			(2)	06/20/2010	Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 22.7			(2)	07/21/2012	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 24.9			01/01/2004 ⁽²⁾	07/16/2013	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 26.5			(2)	07/19/2011	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 27.25			(2)	07/20/2015	Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 29.42			(2)	07/21/2014	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DURKIN JAMES W JR ARTHUR J. GALLAGHER & CO. TWO PIERCE PLACE ITASCA, IL 60143			Vice President	

Signatures

By: John C. Rosengren For: James W.
Durkin, Jr.

03/07/2006

__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) Dividend reinvestment pursuant to the Arthur J. Gallagher & Co. Deferred Equity Participation Plan.
 - (2) The stock option becomes exercisable 10% each year, commencing January 1 after the date of grant.

Remarks:

The directly owned common stock holdings reflected in Table I of this form include shares purchased through Arthur J. Gallag

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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