

TEXTRON INC
Form SC TO-C
June 23, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

TEXTRON INC.

(Name of Subject Company (Issuer) and Filing Persons (Offeror))

Common stock, \$0.125 par value

(Title of Class of Securities)

883203101

(CUSIP Number of Class of Securities (Underlying Common Stock))

Textron Inc.

40 Westminster Street

Providence, Rhode Island 02903

(401) 457-2555

Attention: Terrence O Donnell, Executive Vice President, General Counsel and Corporate Secretary

(Name, address and telephone number of person authorized to receive notices and

communications on behalf of filing persons)

CALCULATION OF FILING FEE

Transaction Valuation
N/A

Amount of Filing Fee*
N/A

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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On April 28, 2010 the shareholders of Textron Inc. (the Company) at its Annual Meeting of Shareholders approved amendments to the Company s equity incentive plans to allow for a one-time stock option exchange program for employees other than executive officers (the Option Exchange Program). In connection with the Option Exchange Program, the Company is herewith filing:

- a) Email to Eligible Employees
- b) Educational material on the Option Exchange Program to be sent to Eligible Employees

Item 12. Exhibits

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Email to Eligible Employees |
| 99.2 | Educational material on the Option Exchange Program to be sent to Eligible Employees |