FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

TATEMENT OF CHANCES IN DENESTICIAL OWN

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average b	ourden							

0.5

hours per response:

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	Reporting Person*			2 15	suer	Name a	nd Tield		allia a C							- Daraan/a)	to lo			
1. Name and Address of Reporting Person*  GOGLIA RICHARD A					2. Issuer Name <b>and</b> Ticker or Trading Symbol RAYTHEON CO/[RTN]									Check all a Dir	oplicable) ector	g Person(s) to Issuer  10% Owner		wner		
(Last) (First) (Middle) 870 WINTER STREET					3. Date of Earliest Transaction (Month/Day/Year) 02/13/2013										ow)	be	Other (specify below) nt, Treasurer			
				4. If Amendment, Date of Original Filed (Month/Day/Year)										ine) X Fo Fo	,					
	Tabl	e I - No	n-Deriv	ative	Sec	curitie	s Acq	uired,	Dis	posed o	f, o	r Ben	efici	ally Owi	ned					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		r) E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3,				nd Secu Bend Own	rities eficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount			Price	Tran	Transaction(s) (Instr. 3 and 4)			(Instr. 4)		
Common Stock								A		8,130	L)	A	\$	0	32,820					
Common Stock				02/13/2013				F		2,682		D	\$53	.97	7 30,138					
Common Stock															3,046(2)			401(k)		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any				4. Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/E	Amour				derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	hip O) ect	Beneficial Ownership (Instr. 4)				
orr Eigeric	MA (State of the control of the cont	MA (State) (Table Trity (Instr. 3)  Ck C	MA 02451  (State) (Zip)  Table I - No rity (Instr. 3)  Ck	MA 02451  (State) (Zip)  Table I - Non-Deriv rity (Instr. 3) 2. Transaton Date (Month/Day/Year)  Table II - Derivat (e.g., pto Date (Month/Day/Year) in any (Month/Day/Year)	MA 02451  (State) (Zip)  Table I - Non-Derivative rity (Instr. 3)  2. Transaction Date (Month/Day/Year) ck  Ck  Table II - Derivative Se (e.g., puts, ce of ivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Transaction Date (Month/Day/Year) (Month/Day/Year)	MA 02451  (State) (Zip)  Table I - Non-Derivative Secrity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  ck  Table II - Derivative Secu (e.g., puts, calls exercise co of ivative surity  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	MA 02451  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Ck  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. 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Transaction Date (Month/Day/Year)  Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Month/Day/Year)  3. Transaction Date (A) or Disposed of (D) (Instr. 8)  MA 02451  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)	MA 02451  (State) (Zip)  Table I - Non-Derivative Securities Acquired, pate (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Ck  Ck  Derivative Securities Acquired, pate (Month/Day/Year)  Ck  Ck  Table II - Derivative Securities Acquired, pate (Month/Day/Year)  Ck  Ck  Table II - Derivative Securities Acquired, pate (Signature)  (e.g., puts, calls, warrants, option Code (Instr. 8)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Showersion Exercise (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	MA 02451  Table I - Non-Derivative Securities Acquired, Disprivative Interest (Month/Day/Year)  Ck 02/13/2013  Table II - Derivative Securities Acquired Execution Date (Month/Day/Year)  Ck 02/13/2013  A 02/13/2013  A 02/13/2013  F 02/13/2013  A 02/13/2013  F 02/13/2013  A 02/13/2013  A 02/13/2013  A 02/13/2013  F 02/13/2013  A 02/13/2013  A 02/13/2013  A 02/13/2013  A 02/13/2013  A 02/13/2013  F 02/13/2013  A 02/13/2013  A 02/13/2013  A 02/13/2013  A 02/13/2013  A 02/13/2013  B 02/13/2013  A 02/13/2013  B 02/13/2013  A 02/13/2013  A 02/13/2013  B 02/13/2013  A 02/13/2013  B 03/13/2013  B 03/13/201	MA 02451  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of rity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Code   V   Amount    Ck   02/13/2013   A   8,130°C    Ck   02/13/2013   F   2,682    Ck   Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe of ivative Early (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertibe of ivative Early (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertibe of Operivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration  Date Expiration	MA 02451  Table I - Non-Derivative Securities Acquired, Disposed of, Of Code (Instr. 3)  2. 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Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) A 8,130(1) A	(Nonth/Day/Year)  MA 02451  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  (Month/Day/Year)  Code   V   Amount   (A) or (D) (	MA 02451  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owrest (Month/Day/Year)  (Nonth/Day/Year)  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (A) or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code V Amount (C) Or Repersion (Code (Instr. 3))  (Code (Inst	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Vice Presid	(First) (Middle) R STREET  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Tity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day	(First) (Middle) R STREET  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  rity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A. Securities Acquired (A) or Transaction (Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Mon		

## **Explanation of Responses:**

- 1. Shares of the Issuer's Common Stock issued to the Reporting Person pursuant to the settlement of such person's award under the Issuer's 2010-2012 Long-Term Performance Plan.
- 2. The Reporting Person indirectly beneficially owns 3,046 shares of the Issuer's Common Stock based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$53.97, the closing price of the Issuer's Common Stock on February 13, 2013.

## Remarks:

Dana Ng, Attorney-in-fact 02/15/2013

\*\* 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.

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 Number.