FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL													
OMB Number:		3235-028											
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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).

Filed pursuant to Section 16(a) of the Securities Eychange Act of 1934

RAYTHEON CO/ RTN	mon doc	.01. 2(0).			1 1100							pany Act			100-1						
Clast) (First) (Middle) (1. Name and Address of Reporting Person* SKATES RONALD L						,										k all app	olicable)	e)		
Common Stock Comm	` ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '					1 ' ' '										Officer (give title			Other (specify		
2. Transaction Date (Month/Day/Year) (Mo	WALTH					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)	Forn	orm filed by One Reporting Person			
Date (Month/Day/Year) Execution Date, ff any (Month/Day/Year) (Month/Day/Y			Tabl	e I - Non	-Deriva	ative	Se	curitie	s Acq	uired,	Disp	osed (of, o	r Be	nefic	ially	Own	ed			
Common Stock Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4)	Date			Date	Day/Year) if		Execution Date, if any		Transaction Dis		Dispose	Disposed Of (D) (Instr. 3,				Securi Benefi Owned	ties cially I Following	Form: Direct (D) or Indirect		of Indirect Beneficial Ownership	
Common Stock 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 (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Securities Beneficially Owned (Month/Day/Year) 9. Number of Derivative Securities Beneficially Ownership (Instr. 3) 11. Nature of Month/Day/Year) 12. Ownership Ownership (Instr. 3) 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Derivative Securities Beneficially Ownership (Instr. 4) 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Securities Beneficially Ownership (Instr. 5) 17. Nature of Derivative Securities Beneficially Ownership (Instr. 4) 18. Price of Derivative Securities Beneficially Ownership (Instr. 4) 19. Number of Derivative Securities Beneficially Ownership (Instr. 4) 19. Ownership Ownership (Instr. 4) 10. Ownership Ownership (Instr. 4) 11. Nature of Derivative Securities Beneficially Ownership (Instr. 4) 10. Ownership (Instr. 4) 11. Nature of Derivative Securities Beneficially Ownership (Instr. 4) 10. Ownership Ownership (Instr. 4) 11. Nature of Derivative Securities Beneficially Ownership (Instr. 4) 12. Nature of Derivative Securities Beneficially Ownership (Instr. 4) 13. Nature of Derivative Securities Beneficially Ownership Ownership (Instr. 4) 14. Title of Derivative Securities Beneficially Ownership Ownersh										Code	v	Amount	:		Pri	ce	Transa	action(s)			(1130.4)
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Explanation of Responses:

- 1. Shares received by the reporting person in lieu of his quarterly Board of Directors and Audit Committee chair cash retainers.
- $2. \ Includes \ shares \ acquired \ pursuant \ to \ the \ Issuer's \ dividend \ reinvestment \ plan \ in \ August \ 2007.$
- 3. The reporting person is a trustee of two family trusts. The reporting person is not a beneficiary of the trusts. The reporting person disclaims beneficial ownership of shares of Raytheon Company Common Stock held by the trusts except for those shares in which the reporting person has a pecuniary interest.

Date

Exercisable

(D)

Expiration

Title

Remarks:

Mark D. Nielsen, Attorney-infact

08/14/2007

** Signature of Reporting Person

Shares

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.