FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.0	C. 20549
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Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
notruction 1/h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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*					2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/[RTN]									Check all a Dir	oplicable) ector	10% Owner		
(Last) (First) (Middle) 870 WINTER STREET					3. Date of Earliest Transaction (Month/Day/Year) 05/10/2010										ow) (belov	Other (specify below)	
				4. If	Line) X Form file										rm filed by On rm filed by Mo	filed by One Reporting Person filed by More than One Reporting		
	Tabl	le I - Noi	n-Deriv	ative	Se	curitie	s Acq	uired,	Dis	posed o	f, or	Ben	efici	ally Owi	ned			
Date			Date		Executio			Transaction Disposed Code (Instr. 5)		ities Acquired (A) d Of (D) (Instr. 3, 4			nd Seci Ben Owr	irities eficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									v	Amount		A) or D)	Price	Tran	saction(s)		(111501.4)	
Common Stock 05/10					/2010			F		2,088		D	\$56	5.59	91,162	D		
Common Stock															4,986(1)	I	401(k)	
	Та														d			
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		Execution if any	Date,	4. Transaction Code (Instr. 8)		of Derive Security (A) of Disposor (Insti	rative rities ired r osed) : 3, 4	Expiratio (Month/D	Amount of Securities Underlying Derivative Security (Instr. and 4)		ount		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(Fit (Fit (Fit (Fit ER STRE M M. (St. Curity (Institute) Conversion or Exercise Price of Derivative	(First) (First	(First) (Middle) ER STREET M MA 02451 (State) (Zip) Table I - Note tock tock Table II - I (Sanda Sanda Sand	(First) (Middle) ER STREET M MA 02451 (State) (Zip) Table I - Non-Deriv Curity (Instr. 3) 2. Trans Date (Month/l) tock Table II - Derivat (e.g., pi Conversion or Exercise (Month/Day/Year) Perica of Perivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Conversion or Exercise of Perivative Park Street (Month/Day/Year) DANIEL L (First) (Middle) 3. C 3. C 3. C 3. C 4. If 3. C 4. If 3. C 4. If 4. If A lift 3. C 5. C 5. C 6. C 6	Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3)	Table I - Non-Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Securities Accurity (Instr. 3) Table II - Derivative Securities Acquired Execution Date (Month/Day/Year) Table II - Derivative Securities Acquired Execution Date (Month/Day/Year) Table II - Derivative Securities Acquired Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired Execution Date, if any (Month/Day/Year) Transaction Date (Month/Day/Year) Transaction Date (Month/Day/Year) Transaction Code (Instr. 8) S. Number of Derivative Securities Acquired Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8)	PANIEL L (First) (Middle) ER STREET 3. Date of Earliest Transaction (MO5/10/2010 4. If Amendment, Date of Original (State) (Zip) Table I - Non-Derivative Securities Acquired, 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) (State) (Zip) Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Code (Instr. 3, 4) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	ANAMEL L (First) (Middle) ER STREET M MA 02451 (State) (Zip) Table I - Non-Derivative Securities Acquired, Discurity (Instr. 3) 2. Transaction (Month/Day/Year) Date (Month/Day/Year) (Month/Day/Year) A. 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Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year) Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year) Code V Amount (A) or Price Transaction (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Price of Code (Instr. 5) Table II - Non-Derivative Securities Acquired, Dispose	Check all applicable Director Check all applicable Director Check all applicable Director Check all applicable Director X Officer (give title below) Vice ER STREET	RAYTHEON CO/ [RTN] Check all applicable) Director 10% Other below Vice President	

Explanation of Responses:

1. The Reporting Person indirectly beneficially owns 4,986 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 \$56.59, the closing price of the Issuer's Common Stock on May 10, 2010.

Remarks:

Dana Ng, Attorney-in-fact

** Signature of Reporting Person Date

05/12/2010

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.