FORM 4 Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287

OMB APPROVAL

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol Relationship of Reporting Person(s) Raytheon Company - RTN to Issuer (Check all applicable) Ruettgers, Michael C. X Director 10% Owner (Last) (First) (Middle) I.R.S. Identification Number 4. Statement for Officer (give title below) Other (specify below) Month/Day/Year of Reporting Person, 141 Spring Street if an entity (voluntary) 11/25/2002 (Street) 5. If Amendment. 7. Individual or Joint/Group Filing (Check Applicable Line) Date of Original X Form filed by One Reporting Person Lexington,, MA 02421 (Month/Day/Year) Form filed by More than One Reporting Person (City) (State) Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Zip) 1. Title of Security 2A. Deemed . Securities Acquired (A) or Disposed of (D) Amount of . Tra (Instr. 3) action Execution action Code (Instr. 3, 4 & 5) ecurities ship Form: Beneficial Ownershir Date Date, (Instr. 8) eneficially Direct (D) Instr. 4) Month/ Day if any (A) Owned Followor Indirect (I) ing Reported Transactions(s) (Instr. 4)

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

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(D)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5	. Number of	Derivative	Date Exer	cisable	7. Title an	ıd	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	- s	Securities Acc	uired (A) or	and Expiration	on	Amount o	f	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	ı E	Disposed of (I	O)	Date		Underlyin	ıg	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code				(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		(1	Instr. 3, 4 & 5	5)	Year)		(Instr. 3 &	4)		Owned	of	(Instr. 4)
	Security		(Month/	(Instr.	:								Following	Deriv-	
	1		Day/ Year)	8)									Reported	ative	
1	1	,											Transaction(s)	Security:	
	1			Code	v	(A)	(D)	Date Exer-	Expira-	Title	Amount	1	(Instr. 4)	Direct	
	1				Ш	` ,			tion		or			(D)	
	1				Ш				Date		Number			or	
	1				Ш						of			Indirect	
1	1				Ш						Shares			(I)	
					Ш									(Instr. 4)	
Phantom	2-for-1(1)	11/25/02		A	П	102		Immediate-	N/A	Common	52.6 ⁽²⁾	14.64	921.1	D	
Stock					Ш			ly		Stock					

Explanation of Responses:

- (1) The Phantom Stock units trade at approximately a 2:1 ratio to the price of the Issuer's Common Stock
- (2) Based on funds transferred to the Reporting Person's account divided by \$28.54, the closing price of the Issuer's Common Stock on the transaction date.

By: /s/ John W. Kapples John W. Kapples, Attorney-in-fact

(Instr. 3 & 4)

11/27/02 Date

**Signature of Reporting Person

**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.

POWER OF ATTORNEY

For Executing Forms 3, 4 and 5 and Form 144

Know all by these presents, that the undersigned hereby constitutes and appoints each of Neal E. Minahan and John W. Kapples signing singly, the undersigned's true (

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Raytheon Company (the "Company"), Forms 3, 4 and 5 and/or Form 144 i
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Forms 3, 4 and 5 a
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best is

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and pro

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Form 144 with respect to the un

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of September, 2002.

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Signature

Michael C. Ruettgers

Typed Name