

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 10-K/A
(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004.

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-13699

RAYTHEON COMPANY

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation or Organization)

95-1778500

(I.R.S. Employer Identification No.)

870 WINTER STREET, WALTHAM, MASSACHUSETTS 02451

(Address of Principal Executive Offices) (Zip Code)

(781) 522-3000

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$.01 par value	New York Stock Exchange Chicago Stock Exchange Pacific Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the registrant is an accelerated filer. Yes No

The aggregate market value of the voting stock held by non-affiliates of the Registrant, as of June 27, 2004, was approximately \$15.5 billion.

Number of shares of Common Stock outstanding as of December 31, 2004: 453,096,000.

Documents incorporated by reference and made a part of this Form 10-K:

Portions of the Definitive Proxy Statement for Raytheon's 2005 Annual Meeting are incorporated by reference in Part III of this Form 10-K.

EXPLANATORY NOTE

Raytheon Company (the “Company” or “Raytheon”) is filing this Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2004 solely to revise Item 6 (Selected Financial Data) by deleting the selected financial data relating to 2001 and 2000 and to make a similar change to Exhibit 12 (Computation of Ratio of Earnings to Fixed Charges).

In April 2005, the Company submitted an offer of settlement to the staff of the Enforcement Division of the Securities and Exchange Commission, which the Enforcement Division staff has agreed to recommend to the Commission, to resolve a pending investigation of the Company’s disclosures and accounting practices, primarily related to its Raytheon Aircraft Corporation (“RAC”) commuter aircraft business during the period from 1997 to 2001. This offer of settlement was previously disclosed in a press release and in a Form 8-K dated April 15, 2005. In connection with its investigation, the staff of the Enforcement Division has alleged that, among other matters, approximately \$67 million to \$240 million of the total \$693 million charge the Company took in the third quarter of 2001 related to losses on its commuter assets (the “commuter loss provision”) should have been taken at year-end 2000, and that the commuter loss provision taken in 2001 was thus overstated by a corresponding amount. In offering to settle the pending matter, Raytheon neither admits nor denies these allegations.

In connection with the settlement, the Company acknowledges certain past inadequate documentation, disclosure, and accounting practices, and further acknowledges that, in the exercise of reasonable judgment, a portion of the total \$693 million charge taken in 2001 should have been recorded at year-end 2000. The Company has not, however, conducted a current detailed analysis for such periods for the purpose of attempting to allocate the commuter loss provision between the two years. The Company believes that such an undertaking now would be unreasonably difficult and burdensome.

RAC has not manufactured new commuter aircraft since 2002. The Company formed Raytheon Airline Aviation Services, LLC (“RAAS”) to manage the commuter portfolio, and since the fourth quarter of 2003, the Company has included the financial results of RAAS in the “Other” reporting segment. The Company believes that it would be unduly difficult and burdensome to restate the five-year statistical summary table, particularly when such a restatement would relate to a non-core line of business. RAAS accounted for 0.5%, 0.5% and 0.7%, of the Company’s net sales during 2004, 2003 and 2002, respectively, and accounted for 2% and 3% of the Company’s total assets at December 31, 2004 and December 31, 2003, respectively. Accordingly, the Company is omitting the selected financial data for 2001 and 2000 previously included in the table (and in Exhibit 12) and such financial data should no longer be relied upon.

As previously disclosed, the Company recorded a \$12 million after-tax charge related to the offer of settlement in its 2005 first quarter.

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PART II

Item 6. Selected Financial Data

FIVE-YEAR STATISTICAL SUMMARY

(In millions except share amounts and total employees)

	2004	2003	2002	2001 ¹	2000 ¹
Results of Operations					
Net sales	\$ 20,245	\$ 18,109	\$ 16,760		
Operating income	1,388	1,316	1,783		
Interest expense	418	537	497		
Income from continuing operations	439	535	756		
Loss from discontinued operations, net of tax	(63)	(170)	(887)		
Cumulative effect of change in accounting principle, net of tax	41	—	(509)		
Net income (loss)	417	365	(640)		
Net cash provided by operating activities from continuing operations	2,114	2,567	847		
Net cash provided by (used in) operating activities	2,071	2,034	(349)		
Diluted earnings per share from continuing operations	\$ 0.99	\$ 1.29	\$ 1.85		
Diluted earnings (loss) per share	0.94	0.88	(1.57)		
Dividends declared per share	0.80	0.80	0.80		
Average diluted shares outstanding (in thousands)	442,201	415,429	408,031		
Financial Position at Year-End					
Cash and cash equivalents	\$ 556	\$ 661	\$ 544		
Current assets	7,124	7,125	7,922		
Property, plant, and equipment, net	2,738	2,711	2,396		
Total assets	24,153	24,208	24,678		
Current liabilities	5,644	4,322	5,839		
Long-term liabilities (excluding debt)	3,224	3,281	2,831		
Long-term debt	4,229	6,517	6,280		
Subordinated notes payable	408	859	858		
Total debt	5,153	7,391	8,291		
Stockholders' equity	10,551	9,162	8,870		
General Statistics					
Total backlog	\$ 32,543	\$ 27,542	\$ 25,666		
U.S. government backlog included above	25,525	21,353	18,254		
Capital expenditures	363	428	458		
Depreciation and amortization	434	393	364		
Total employees from continuing operations	79,400	77,700	76,400		

⁽¹⁾ In April 2005, the Company submitted an offer of settlement to the staff of the Enforcement Division of the Securities and Exchange Commission, which the Enforcement Division staff has agreed to recommend to the Commission, to resolve a pending investigation of the Company's disclosures and accounting practices, primarily related to its Raytheon Aircraft Corporation ("RAC") commuter aircraft business during the period from 1997 to 2001. This offer of settlement was previously disclosed in a press release and in a Form 8-K dated April 15, 2005. In connection with its investigation, the staff of the Enforcement Division has alleged that, among other matters, approximately \$67 million to \$240 million of the total \$693 million charge the Company took in the third quarter of 2001 related to losses on its commuter assets (the "commuter loss provision") should have been taken at year-end 2000, and that the commuter loss provision taken in 2001 was thus overstated by a corresponding amount. In offering to settle the pending matter, Raytheon neither admits nor denies these allegations.

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Certain prior year amounts have been reclassified to conform with the current year presentation.

PART IV

Item 15. Exhibits and Financial Statements Schedules

(b) Exhibits:

- 12 Statement regarding Computation of Ratio of Earnings to Combined Fixed Charges for the year ended December 31, 2004.
- 31.1 Certification of William H. Swanson pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Biggs C. Porter pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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RAYTHEON COMPANY
STATEMENT REGARDING COMPUTATION OF
RATIO OF EARNINGS TO COMBINED FIXED CHARGES
(dollar amounts in millions except for ratio)
(excludes RE&C and AIS for all periods
except for Interest costs, which includes RE&C and AIS)

	<u>2000 (1)</u>	<u>2001 (1)</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>
Income from continuing operations before taxes per statements of income			1,076	762	579
Add:					
Fixed charges			658	611	497
Amortization of capitalized interest			2	2	1
Less:					
Capitalized interest			0	0	0
Income as adjusted			<u>1,736</u>	<u>1,375</u>	<u>1,077</u>
Fixed charges:					
Portion of rents representative of interest factor			82	74	79
Interest costs			576	537	418
Capitalized interest			0	0	0
Fixed charges			<u>658</u>	<u>611</u>	<u>497</u>
Equity security distributions			15	15	5
Combined fixed charges			<u>673</u>	<u>627</u>	<u>502</u>
Ratio of earnings to combined fixed charges			<u>2.6</u>	<u>2.2</u>	<u>2.1</u>

(1) The Company is omitting the financial data for 2001 and 2000 previously included in Exhibit 12 for the reasons discussed in the Explanatory Note and in Item 6 (Selected Financial Data.)

CERTIFICATION

I, William H. Swanson, Chairman and Chief Executive Officer, certify that:

1. I have reviewed this Amendment No. 1 to annual report on Form 10-K of Raytheon Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 8, 2006

/s/ WILLIAM H. SWANSON

William H. Swanson
Chairman and Chief Executive Officer

CERTIFICATION

I, Biggs C. Porter, Vice President and Corporate Controller, Acting Chief Financial Officer, certify that:

1. I have reviewed this Amendment No. 1 to annual report on Form 10-K of Raytheon Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 8, 2006

/s/ BIGGS C. PORTER

Biggs C. Porter
Vice President and Corporate Controller,
Acting Chief Financial Officer