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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): June 28, 2006

RAYTHEON COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-13699
(Commission File Number)

95-1778500
(IRS Employer
Identification Number)

870 Winter Street, Waltham, Massachusetts 02451
(Address of Principal Executive Offices) (Zip Code)

(781) 522-3000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On June 28, 2006, Raytheon Company (the “Company”) issued a press release announcing that the Securities and Exchange Commission has authorized final settlement of a previously-disclosed investigation into the Company’s disclosures and accounting practices, primarily related to the Company’s Raytheon Aircraft Company commuter aircraft business, during the period from 1997 to 2001. A copy of the press release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit 99.1 Press release dated June 28, 2006 issued by Raytheon Company

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAYTHEON COMPANY

Date: June 30, 2006

By: /s/ Jay B. Stephens
Jay B. Stephens
Senior Vice President and General Counsel



Raytheon Company
Media Relations
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Waltham, MA 02451
<http://www.raytheon.com>

News release

Contact:
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RAYTHEON CONCLUDES FINAL SETTLEMENT WITH SEC

WALTHAM, Mass., (June 28, 2006) – Raytheon Company (NYSE: RTN) announced today that the Securities and Exchange Commission (SEC) has authorized final settlement of a previously-disclosed investigation into the Company’s disclosures and accounting practices, primarily related to its Raytheon Aircraft Company (RAC) commuter aircraft business, during the period from 1997 to 2001.

Consistent with the terms of the Company’s offer of settlement made in April 2005, Raytheon, without admitting or denying any wrongdoing, will pay a penalty of \$12 million and consent to the entry of a cease and desist order with respect to violations of Sections 17(a)(2)-(3) of the Securities Act of 1933 and Sections 13(a) and 13(b)(2)(A)-(B) of the Securities Exchange Act of 1934 and related SEC rules. As previously disclosed, Raytheon recorded a \$12 million after-tax charge related to the offer of settlement in the first quarter of 2005. This settlement concludes the SEC’s investigation of this matter with respect to the Company.

Raytheon Company, with 2005 sales of \$21.9 billion, is an industry leader in defense and government electronics, space, information technology, technical services, and business and special mission aircraft. With headquarters in Waltham, Mass., Raytheon employs 80,000 people worldwide.