## FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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OMB APPROVAL

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1. Name and Address of Reporting Person*				Name <b>and</b> Ticker or Tra	ading Symbol	6. Relationship of Reporting Person(s)			
			Raytheo	n Company - RTN		to Issuer (Check all applicab	le)		
Franklin, Charles E.									
			3. LR.S.	Identification Number	4. Statement for	X Officer (give title below)	_ Other (spe	ecify below)	
			I .	ting Person,	Month/Year	Γ "	_ \1	,	
			1 *	•		Vice President			
			n an enu	if an entity (voluntary) 12/2002		VICE I TESIUCIII			
(Street)			$\dashv$		5. If Amendment.	7. Individual or Joint/Group Filing (Check Applicable Line)		Applicable Line)	
					Date of Original	X Form filed by One Reporting Person			
Lexington, MA 02421				(Month/Year)		Form filed by More than One Reporting Person			
Lexington, WA 02	421				(Wolldiv Teal)	Form fried by More than C	one Keporting	reison	
(City) (State) (Zip)				Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
	(State)	(Lip)		Table I — Noi	i-Derivative Securit	es Acquirea, Disposea oi, or	Beneficially O	wned	
1. Title of Security		2A. Deemed	3. Trans-	4. Securities Acquired (			6. Owner-	7. Nature of Indirect	
,	2. Trans-		1	4. Securities Acquired (			6. Owner-	7. Nature of Indirect	
1	2. Trans- action	2A. Deemed Execution	action Code	4. Securities Acquired ( (Instr. 3, 4 & 5)	(A) or Disposed of (I	5. Amount of Securities	6. Owner- ship Form:	7. Nature of Indirect Beneficial Ownership	
(Instr. 3)	2. Trans- action Date	2A. Deemed Execution Date,	1	4. Securities Acquired (		5. Amount of Securities Beneficially	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
(Instr. 3)	2. Trans- action	2A. Deemed Execution Date, if any	action Code	4. Securities Acquired ( (Instr. 3, 4 & 5)	(A) or Disposed of (I	5. Amount of Securities Beneficially Owned at End of Issuer's	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
(Instr. 3)	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date,	action Code	4. Securities Acquired ( (Instr. 3, 4 & 5)	(A) or Disposed of (I  (A) Price or	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
(Instr. 3)	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/Day/	action Code	4. Securities Acquired ( (Instr. 3, 4 & 5)	(A) or Disposed of (I  (A) Price	5. Amount of Securities Beneficially Owned at End of Issuer's	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
(Instr. 3)	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/Day/	action Code	4. Securities Acquired ( (Instr. 3, 4 & 5)	(A) or Disposed of (I  (A) Price or	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
(Instr. 3)	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/Day/	action Code	4. Securities Acquired ( (Instr. 3, 4 & 5)	(A) or Disposed of (I  (A) Price or	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
(Instr. 3)	2. Trans- action Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/Day/	action Code	4. Securities Acquired ( (Instr. 3, 4 & 5)	(A) or Disposed of (I  (A) Price or	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

## (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Conver-3A. 5. Number of Derivative 6. Date 7. Title and Amount 8. Price of 9. Number 10. 11. Nature Derivative sion or Trans Deemed Trans-Securities Acquired (A) or Exercisable of Underlying Derivative Ownerof Indirect and Expiration action Execution action Disposed of (D) Beneficial Security Exercise Securities Security Derivative ship Price of Date Date, Code Date (Instr. 3 & 4) (Instr. 5) Securities Form Ownership (Month/Day (Instr. 3) Derivative if any (Instr. 3, 4 & 5) Beneficially of (Instr. 4) Year) (Month (Month/ (Instr. Owned Deriv-Security Day/ Day/ at End of ative lYear Security: (Instr. 4) Direct (A) (D) Expira-Title Amount or Date (D)Number of Exertion nr cisable Date Shares Indirect (I) (Instr. 4)

Explanation of Responses:

Performance

Stock Option Employee

Stock Option

FORM 5 (continued)

(1) Based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$30.75, the closing price of the Issuer's Common Stock on December 31, 2002.

> By: /s/ Charles E. Franklin Charles E. Franklin \*\*Signature of Reporting Person

01/30/03 Date

D

D

17,801

39,000

\*\*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.

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<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).