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 Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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4/24/03

Date

1. Name and Addre Tilelli, Jr. John H.		rting Person*			Name and Ticker or T on Company - RTN	Trading Sy	/mbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) 141 Spring Street				of Reporting Person,			tement for h/Day/Year #/ 03	Officer (give title below)Other (specify below)					
Lexington, MA 02	(Street) 2421						Amendment, of Original th/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)					Table I — N	on-Deriv	ative Securitie	es Acquired, Disposed of, or Beneficially Owned					
	action Execution action Co Date Date, (Instr. 8)		Code (Instr. 3, 4 & 5)			Securities		7. Nature of Indirect Beneficial Ownership (Instr. 4)					
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)	or Indirect (I) (Instr. 4)				
Common Stock	04/23/03		A		2,100	А		3,100	D				

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).

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continued)		1 ,	eficially (Owned								
2. Conver-	3.	3A.	4.	5. Number of I	6. Date		7. Title and Amount	8. Price of	9. Number of	10.	11. Nature	
sion or	Trans-	Deemed	Trans-	Securities Acqu	Exercis	able	of Underlying	Derivative	Derivative	Owner-	of Indirect	
Exercise	action	Execution	action	Disposed of (D	and Expiration		Securities	Security	Securities	ship	Beneficial	
Price of	Date	Date,	Code			Date		(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Ownership
Derivative		if any		(Instr. 3, 4 & 5)	(Month/Day/				Owned	of	(Instr. 4)	
Security			(Instr.							Following	Deriv-	
			8)							Reported	ative	
										Transaction(s)	Security:	
									į I	(Instr. 4)	Direct	
					,				-		(D)	
			Code V	(A)	(D)	Date					or	
						Exer-					Indirect	
				1		cisable	Date	Shares	1	1	(I)	
											(Instr. 4)	
	2. Conver- sion or Exercise Price of Derivative	2. Conver- 3. sion or Trans- Exercise action Price of Date Derivative Security (Month/ Day/	(e 2. Conver- sion or Exercise action Execution Price of Date Date, Derivative if any Security (Month/(Month/ Day/ Year) Year)	(e.g., pu 2. Conver- 3. 3A. 4. sion or Trans-Deemed Trans- Exercise Trans-Deemed Trans- action Executionaction Price of Date Code Derivative if any Code Security Month/(Month) (Instr. Day/ Year) B)	(e.g., puts, calls, war 2. Conver- 3. 3A. 4. 5. Number of I sion or Trans-Deemed Trans- Securities Acque Exercise action Executionaction Disposed of (D Price of Date Date, Code Derivative if any (Instr. 3, 4 & 5) Security (Month/ (Month/ Dav) / Dav) Dav / Dav Dav / Dav	(e.g., puts, calls, warrants, optio 2. Conver- sion or 3. 3A. 4. Trans-Deemed Trans- action Securities Acquired (A) or Date Date, If any Security Code If any Year) Code (Instr. 3, 4 & 5)	(e.g., puts, calls, warrants, options, consistence 2. Conversion 3. 3A. 4. 5. Number of Derivative 6. Date sion or Trans- Deemed Trans- Securities Acquired (A) or and Expercise price of Date Date, Code Code Date Date perivative Security (Month/ (Month/ Day/ Year) (Instr. 3, 4 & 5) Year) Code V (A) (D) Date	(e.g., puts, calls, warrants, options, convertib 2. Conver- sion or Exercise 3. 3A. 4. 5. Number of Derivative 6. Date Exercise action Exercisable Securities Acquired (A) or and Expiration Price of Date Date, (Instr. 3, 4 & 5) (Instr. 3, 4 & 5) Date Security Month/ Day/ Year (Instr. 3, 4 & 5) (Month/Day/ Year) Code V (A) (D)	2. Conver- sion or Exercise 3. Trans- Deemed action 3A. Trans- Deemed Exercise 4. Trans- Deemed action 5. Number of Derivative Securities Acquired (A) or Disposed of (D) 6. Date Exercisable 7. Title and Amount of Underlying and Expiration Securities Date Date Date Daty Year Date Park Month/ Wonth/ Year Code N (Instr. 3, 4 & 5) 0. Date Park 6. Date Code N 7. Title and Amount of Underlying Securities Output Date Date Park Date N Code N (Instr. 3, 4 & 5) 0. Date N 1. Expiration Code (A) (D) Date Exercise Expiration Number of	2. Conver- sion or Exercise Securitive Securitive Securitive 3. Trans- Deemed action Date Date Date Date Date Date Date Date	(e.g., puts, calls, warrants, options, convertible securities) 2. Conver- sion or Exercise action Executionation Derivative Security 3. Trans- action Executionation (Instr. 3, 4 & 5) 4. Trans- Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) 6. Date Exercisable and Expiration Date (Instr. 3, 4 & 5) 7. Title and Amount of Underlying (Instr. 3 & 4) 8. Price of Derivative Securities (Instr. 3 & 4) 9. Number of Derivative Securities Beneficially (Instr. 3) Security Price of Derivative Security Year 0. Or Price of Instr. 3, 4 & 5) 1. Strans- (Instr. 3, 4 & 5) 1. Strans- Year 1. Strans- Securities (Instr. 3) 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	(e.g., puts, calls, warrants, options, convertible securities) 2. Conver- sion or Exercise action Executionation Derivative Security 3. Trans- Deemed action Executionation Date Date Date Date Date (Instr. 3, 4 & 5) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Date Date Date Date Date Date Date Date

Explanation of Responses:

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

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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 :

(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 :

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 ur

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September, 2002.

John H. Tilelli, Jr.

Typed Name

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