

**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): March 30, 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
(Address of principal executive offices)

02451
(Zip Code)

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

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 March 30, 2006, Raytheon Company (the "Company") issued a press release announcing that its Board of Directors voted to increase the Company's annual dividend by nine percent, commencing with a quarterly cash dividend of 24 cents per outstanding share of common stock to be paid on May 9, 2006 to shareholders of record as of the close of business on April 11, 2006. The Company also announced that the Board of Directors authorized the repurchase of up to an additional \$750 million of the Company's outstanding common stock. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 Press Release of Raytheon Company dated March 30, 2006

SIGNATURE

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.

Dated: March 30, 2006

RAYTHEON COMPANY

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

**News release****NOT FOR IMMEDIATE RELEASE**

Contact

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**Raytheon Company Increases Dividend 9 Percent and
Announces New Share Repurchase Plan**

WALTHAM, Mass., (March 30, 2006) Raytheon Company (NYSE: RTN) announced today that its Board of Directors voted to increase the Company's annual dividend by 9 percent, from \$0.88 to \$0.96. The Board also authorized payment of a quarterly cash dividend of 24 cents per outstanding share of common stock to be paid on May 9, 2006 to shareholders of record as of the close of business on April 11, 2006. Payment of quarterly dividends is subject to Board authorization.

The Board of Directors also authorized the repurchase of up to an additional \$750 million of the Company's outstanding common stock commencing in 2006. Share repurchases will take place from time to time at management's discretion depending on market conditions.

"This once again demonstrates our strong financial performance and our commitment to increase shareholder value," said William H. Swanson, Raytheon's Chairman and CEO.

Raytheon Company (NYSE: RTN), 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.

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