

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

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

DELAWARE (State of incorporation or organization)	95-1778500 (I.R.S. employer identification number)
141 SPRING STREET LEXINGTON, MASSACHUSETTS (Address of principal executive offices)	02421 (Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:
333-58474

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

Title of each class to be so registered -----	Name of each exchange on which each class is to be registered -----
Equity Security Units	New York Stock Exchange

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

None
(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information set forth in the Section entitled "Description of the Units" in the Company's Registration Statement on Form S-3 (File No. 333-58474) filed with the Securities and Exchange Commission on April 6, 2001 and declared effective by the Securities and Exchange Commission on April 13, 2001, and in the Prospectus Supplement relating thereto to be filed by the Company pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Registration Statement"), is incorporated herein by reference.

Any form of prospectus or prospectus supplement that includes such description that is subsequently filed by the Company or RC Trust I as part of an amendment to the Registration Statement or otherwise pursuant to Rule 424(b) under the Securities Act is incorporated herein by reference.

ITEM 2. EXHIBITS.

Exhibit No. -----	Description -----
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- 1 Indenture relating to Subordinated Debt Securities dated as of July 3, 1995 between Raytheon Company and The Bank of New York, as Trustee, filed as an exhibit to Raytheon Company's Registration Statement on Form S-3, File No. 33-59241, is hereby incorporated by reference.
- 2 Form of Subordinated Debt Securities (see Exhibit 4.4).
- 3 Declaration of Trust of RC Trust I, filed as an exhibit to Raytheon Company's Registration Statement on Form S-3, File No. 33-58474, is hereby incorporated by reference.
- *4 Form of Amended and Restated Declaration of Trust of RC Trust I.
- 5 Certificate of Trust of RC Trust I, filed as an exhibit to Raytheon Company's Registration Statement on Form S-3, File No. 33-58474, is hereby incorporated by reference.
- *6 Form of Trust Preferred Security (to be included in Exhibit 4).
- 7 Form of Raytheon Company Guarantee Agreement, filed as an exhibit to Raytheon Company's Registration Statement on Form S-3, File No. 33-58474, is hereby incorporated by reference.
- *8 Form of Purchase Contract Agreement.
- *9 Form of Pledge Agreement.
- *10 Form of Supplemental Indenture.

* To be filed either by amendment or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Form 8-A Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

RAYTHEON COMPANY

/s/ John W. Kapples

Name: John W. Kapples

Title: Vice President and Secretary

Dated: April 30, 2001

EXHIBIT INDEX

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