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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

 Name and Address of Reporting Person* Issuer Name and Ticker or Trading Symbol Relationship of Reporting Person(s) to Issuer (Check all applicable) Raytheon Company - RTN Spivey, William R. X Director 10% Owner 3. I.R.S. Identification Number Officer (give title below) Other (specify below) (Last) (First) (Middle) 4. Statement for of Reporting Person, Month/Year 12/2002 141 Spring Street if an entity (voluntary) 7. Individual or Joint/Group Filing (Check Applicable Line) (Street) 5. If Amendment, Date of Original \mathbf{X} Form filed by One Reporting Person Lexington, MA 02421 (Month/Year) Form filed by More than One Reporting Person (City) (State) (Zip) Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Trans-2A. Deemed 3. Trans-4. Securities Acquired (A) or Disposed of (D) 5. Amount of 6. Owner-7. Nature of Indirect Securities ship Form: Beneficial Ownership Execution action Code (Instr. 3, 4 & 5) (Instr. 3) action Date Date. (Instr. 8) Beneficially Direct (D) Instr. 4) Amount (A) Price (Month/ Day if any Owned at End of Issuer's or Indirect (I) or Year) Month/Day/ (Instr. 4) Fiscal vear (D) Year) (Instr. 3 & 4) 04/24/02 14,400 D Common Stock Α 1,000 Α

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

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. ConverβA. 5. Number of Derivative 6. Date 7. Title and Amount 8. Price of 9. Number 10. 11. Nature of Indirect Deemed Trans-Securities Acquired (A) or of Underlying Derivative sion or Trans Exercisable Derivative Owner-Security Exercise Execution action Disposed of (D) and Expiration Securities Security Derivative ship Beneficial action Ownership Price of Date Date. Code Date Instr. 3 & 4) (Instr. 5) Securities Form (Month/Day Beneficially of (Instr. 3) Derivative lif anv (Instr. 3, 4 & 5) (Instr. 4) Year) (Month (Month/ Security (Instr. Owned Deriv-Day/ Day/ at End of ative **8**) Year) Year) Security: Vear (Instr. 4) Direct Expira-Title Amount or (A) (D) Date (D) Exer-Number of tion or Shares cisable Date Indirect (I) (Instr. 4)

Explanation of Responses:

By: /s/ <u>William R. Spivey</u> William R. Spivey

01/14/03 Date

**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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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).