FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average b	ourden							

0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						( )													
1. Name and Address of Reporting Person*  Wood Michael J					2. Issuer Name <b>and</b> Ticker or Trading Symbol RAYTHEON CO/ [ RTN ]										all app	applicable)			
(Last) (First) (Middle) 870 WINTER STREET					3. Date of Earliest Transaction (Month/Day/Year) 05/31/2016									X	Officer (give title below)		Other (spe below)		
				4. If	4. If Amendment, Date of Original Filed (Month/Day/\)														
	Tabl	e I - No	n-Deriv	ative	Sec	uritie	es Ac	quired	, Dis	posed o	f, oı	Ber	efici	ally (	Owne	ed			
Date				/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)						4 and 5) S B O		Securities Beneficially Dwned Following		Direct Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	(1	A) or O)	Price		Transa	action(s)			(1130.4)
Common Stock 09				2016				F		526		D	\$129.67		24,224		D		
Common Stock 05.				2016				F		758		D	\$129.67		23,466		D		
Common Stock				5/31/2016				F		1,013		D	\$129.67		7 22,453		D		
	Та													y Ov	vned				
of Z. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  33. Deemed Execution Date, if any (Month/Day/Year)		n Date,	Transa Code (I	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		vative urities uired or osed ) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)				Amoun		Deriv Secu	ivative curity	derivative Securities Beneficially Owned Following Reported	Ov Fo Dii or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fi TER STRE  AM M (St Stock Stock Stock Conversion or Exercise Price of Derivative	(First) (TER STREET  AM MA (State) (Table Security (Instr. 3)  Stock  Stock  Stock  Conversion or Exercise Price of Date (Month/Day/Year)  Price of Derivative (Month/Day/Year)	(First) (Middle) TER STREET  AM MA 02451  (State) (Zip)  Table I - Note and the security (Instr. 3)  Stock Stock Stock Stock Stock  2. Conversion or Exercise Price of Date (Month/Day/Year) Price of Derivative  2. (Month/Day/Year)  2. (Month/Day/Year)  Stock  3. Transaction Date Executio if any (Month/Day/Year)	(First) (Middle) TER STREET  AM MA 02451  (State) (Zip)  Table I - Non-Deriv  Stock 05/31/  Stock 05/31/  Stock 05/31/  Table II - Derivat (e.g., pt  2. Transaction Date (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year)	Address of Reporting Person*  (First) (Middle)  TER STREET  AM MA 02451  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  Stock 05/31/2016  Stock 05/31/2016  Table II - Derivative Security  2. Transaction Date (e.g., puts, c.g.)  Table II - Derivative Security  2. Transaction Date (Month/Day/Year)  AN Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  AN Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Conversion or Exercise Price of Derivative Security   Conversion On Date (Month/Day/Year)   Conversion or Exercise Price of Derivative Security   Conversion On Date (Month/Day/Year)   Conversion On Date (Month/Day/Year)	AM MA 02451  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  Stock  Table II - Derivative Securities (e.g., puts, calls, warring for price of Price of Price of Price of Price of Price values (Month/Day/Year)  2. Issuer Name and RAYTHEC  3. Date of Earlie 05/31/2016  4. If Amendment Am MA 02451  2. Transaction Date (Month/Day/Year)  Stock  05/31/2016  Table II - Derivative Securities (e.g., puts, calls, warring Month/Day/Year)  2. Conversion of Execution Date (Month/Day/Year)  3. Date of Earlie 05/31/2016  2. Transaction Execution Date (Month/Day/Year)  3. Date of Earlie 05/31/2016  4. If Amendment Am MA 02451  2. Transaction Date (Month/Day/Year)  Stock  1. If Amendment Am MA 02451  2. Transaction Date (Month/Day/Year)  Stock  1. If Amendment Am MA 02451  4. If Amendment Am MA 02451  Stock  Stock  1. If Amendment Am MA 02451  2. Transaction Date Execution Date (Importance of Conversion of	AM MA 02451  (State) (Zip)  Table I - Non-Derivative Securities Action Date (Month/Day/Year)  Stock 05/31/2016  Stock 05/31/2016  Table II - Derivative Securities Acquee.g., puts, calls, warrants, fany (Month/Day/Year)  Conversion or Exercise Price of Derivative Securities Acquee.g., puts, calls, warrants, fany (Month/Day/Year)  (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year) 3A. Deemed Execution Date (A. Transaction Code (Instr. Securities Acquee.g., puts, calls, warrants, and so (Nonth/Day/Year)  (Month/Day/Year) 5. Number of Odd (Nonth/Day/Year)  (Month/Day/Year) 6. Number of Odd (Nonth/Day/Year)  (Month/Day/Year) 8. Number of Odd (Nonth/Day/Year)	Code   Code	Address of Reporting Person*  Michael J  (First) (Middle)  (First) (Middle)  TER STREET  3. Date of Earliest Transaction (Month/05/31/2016  4. If Amendment, Date of Original Filed Execution Date (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Distervity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Execurity (Instr. 3)  2. Transaction Date Execution Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Dispose (e.g., puts, calls, warrants, options, ca	Code   Unstrain   Conversion   Conversion	AM MA 02451  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3)  Stock 05/31/2016  Stock 05/31/2016  Table II - Derivative Securities Acquired, Disposed of, Or General Manual Manua	RAYTHEON CO/ [RTN]	Address of Reporting Person'  Aichael J  (First) (Middle)  TER STREET  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year)  (Month/Day/Year)  2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Code (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]  3. Date of Earliest Transaction (Month/Day/Year)  5. (Code Instr. 4)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Date Securities Acquired (A) or Execution Date, if any (Month/Day/Year)  6. Date Stock  1. Stock  2. Conversion Oate Execution Date (Month/Day/Year)  2. Transaction (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction of Execution Date (Month/Day/Year)  2. Stock  3. Transaction Date (Month/Day/Year)  3. Date Securities  4. Securities Acquired (A) or Date (Month/Day/Year)  5. Stock  1. Stock  2. Date Sercisable and Expiration Date (Month/Day/Year)  3. Date Securities  4. Securities  4. Securities  4. Securities  5. Stock  1. Stock  2. Date Sercisable and Expiration Date (Month/Day/Year)  5. Stock  1. Stock  2. Date Sercisable and Expiration Date (Month/Day/Year)  3. Date Securities  4. Securities  5. Stock  1. Stock  2. Conversion of Particle of Conversion of Code (Instr. Stock)  5. Stock  2. Date Sercisable and Expiration Date (Month/Day/Year)  5. Stock	Address of Reporting Person'  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  (Month/Day/Year)  2. Issuer Name and Ticker or Trading Symbol  (RAYTHEON CO/ [RTN]]  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  (Month/Day/Year)  2. Issuer Name and Ticker or Trading Symbol  (RAYTHEON CO/ [RTN]]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Relations (Check X)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Date Execution Date, if any (Month/Day/Year)  1. If Amendment, Date of Original Filed (Month/Day/Year)  2. Ocean (Instr. (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code (Instr. (B) or Price (D) of Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Over (e.g., puts, calls, warrants, options, convertible Securities)  2. Transaction Date (Month/Day/Year)  Amount or Security (Instr. 3 and 4)  Amount or Date (Month/Day/Year)  Date Execution Date, if any (Month/Day/Year)  Date Date Execution Date, if any (Month/Day/Year)  Date	Address of Reporting Person*  Aichael J  (First) (Middle)  (First) (Middle)  TER STREET  AM MA 02451  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Eccurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or	Address of Reporting Person*  Alichael J  (First) (Middle)  (First) (Middle)  TER STREET  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year)  (Month/Day/Year)  Stock  05/31/2016  Procedientric (Month/Day/Year)  21. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (O) (Instr. 3, 4 and 5)  Stock  05/31/2016  From Filed by Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (O) (Instr. 3, 4 and 5)  Stock  05/31/2016  From Filed by Month/Day/Year)  Stock  05/31/2016  From Filed by Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (O) (Instr. 3, 4 and 5)  Stock  05/31/2016  From Filed by Month/Day/Year)  Stock  05/31/2016  From Filed (Month/Day/Year)  Stock  1. Transaction (Month/Day/Year)  Stock  1. Transaction (Month/Day/Year)  Stock	Address of Reporting Person' Michael J  (First) (Middle)  (First) (Middle)  (State)  (State)  (State)  (State)  (State)  (Month/Day/Year)  (Month/Day/Year)	Address of Reporting Person' Michael J  (First) (Middle)  (First) (Middle)  (State) (Ztp)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Month/Day/Year)  (State) (Ztp)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Month/Day/Year)  (Stock

**Explanation of Responses:** 

Remarks:

Dana Ng, Attorney-in-fact

06/01/2016

Date

\*\* Signature of Reporting Person

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.