

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: n/a

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

Common Stock

New York Stock Exchange
Chicago Stock Exchange
Pacific 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.

(a) Capital Stock

The information set forth in the Section entitled "Description of our
Class A and Class B Common Stock" 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 (the "Registration Statement"), is incorporated
herein by reference.

The Registrant has filed a supplemental application to list the Common
Stock on the New York Stock Exchange ("NYSE"). As of the date this registration
statement is filed, NYSE has approved the Common Stock for listing, subject to
notice of issuance. This Form 8-A is being filed to list the Common Stock on the
NYSE.

(b)-(f) Not applicable.

ITEM 2.EXHIBITS.

Exhibit
No.

Description

- 1 Raytheon Company Restated Certificate of Incorporation
- 2 Raytheon Company Amended and Restated By-Laws
- 3 Rights Agreement dated as of December 15, 1997 between Raytheon Company and State Street Bank and Trust Company, as Rights Agent, filed as an exhibit to Raytheon Company's Registration Statement on Form 8-A, File No. 1-13699, is hereby incorporated 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

Exhibit
No.

Description

- 1 Raytheon Company Restated Certificate of Incorporation, restated as of February 11, 1998 filed as an exhibit to Raytheon Company's Annual Report on Form 10-K for the year ended December 31, 1997, is hereby incorporated by reference.
- 2 Raytheon Company Amended and Restated By-Laws, as amended through January 28, 1998 filed as an exhibit to Raytheon Company's Annual Report on Form 10-K for the year ended December 31, 1997, is hereby incorporated by reference.
- 3 Rights Agreement dated as of December 15, 1997 between Raytheon Company and State Street Bank and Trust Company, as Rights Agent, filed as an exhibit to Raytheon Company's Registration Statement on Form 8-A, File No. 1-13699, is hereby incorporated by reference.
