FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-028								
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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

					UI V	Jecui	011 30(11)	OI LITE I	iivestiiei	it Coi	ilpariy Act	01 194	.0							
1. Name and Address of Reporting Person* GOGLIA RICHARD A						2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
GOGLI	<u>JUGLIA RICHARD A</u>															ector		10% C	-	
(Last)	(Fi	rst) (Middle)			Date of Earliest Transaction (Month/Day/Year)								\dashv		Officer (give title below)		Other below)	(specify	
870 WINTER STREET					05/02/2007										1	ice Preside	nt an	ıd Treasure	er	
,					4. If	Ame	endment	, Date c	of Original	Filed	(Month/Da	ay/Yea	ır)			or Joint/Grou	ıp Filir	ng (Check A	pplicable	
(Street) WALTH	AM M.	Α ()2451												ne) X Fo	rm filed by On	ne Re	porting Pers	on	
(City)	(St	ate) (Zip)		-											rm filed by More than One Reporting rson				
		Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, or	Ben	eficia	ally Ow	ned				
1. Title of Security (Instr. 3) 2. Transa Date (Month/D					Execution		n Date,	Transaction Disposed Code (Instr. 5)		ities Acquired (A d Of (D) (Instr. 3,			nd Sec Ben Owi	5. Amount of Securities Beneficially Owned Following Reported		Ownership m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount		(A) or (D)	Price	Trar	action(s) . 3 and 4)			(Instr. 4)	
Common Stock				05/02	2/2007				A		5,000	1)	A	\$	0	35,129		D		
Common Stock												3,564 ⁽²⁾		I	401(k)					
		Та	ble II - D								sed of, onvertib				y Owne	d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	Date, Transa Code (I			of		6. Date Exercisal Expiration Date (Month/Day/Year)		е	7. Title and Amount of Securities Underlying Derivative Security (Inst and 4)		str. 3	8. Price of Derivativ Security (Instr. 5)		y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	or Nur of	ount nber res						

Explanation of Responses:

- 1. Shares of restricted stock that vest in one-third increments on each of the second, third and fourth anniversaries of the date of grant.
- 2. The Reporting Person indirectly beneficially owns 3,564 shares of the Issuer's Common Stock based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$53.23, the closing price of the Issuer's Common Stock on May 2, 2007.

Remarks:

Richard A. Goglia

05/04/2007

** Signature of Reporting Person

Date

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

- * 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.