

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): June 22, 2010

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

**Delaware
(State of Incorporation)**

**1-13699
(Commission File Number)**

**95-1778500
(IRS Employer
Identification Number)**

**870 Winter Street, Waltham, Massachusetts 02451
(Address of Principal Executive Offices) (Zip Code)**

**(781) 522-3000
(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

- (b) On June 22, 2010, Raytheon Company announced the retirement of Mr. Daniel L. Smith, Vice President of Raytheon Company and President, Integrated Defense Systems, effective July 30, 2010. Raytheon Company also announced that Dr. Thomas A. Kennedy has been appointed to succeed Mr. Smith as Vice President of Raytheon Company and President, Integrated Defense Systems, effective immediately. A copy of a press release issued by Raytheon Company regarding these matters is being furnished as Exhibit 99.1 to this Form 8-K and is hereby incorporated by reference.
- (e) In addition to the compensation and benefits payable by Raytheon Company upon Mr. Smith's retirement pursuant to the company's existing compensation policies and practices as disclosed in its definitive proxy statement filed with the Securities and Exchange Commission on April 26, 2010, Mr. Smith is expected to receive a severance payment equivalent to his annual base salary and annual target Results Based Incentive ("RBI") award for a period of two years starting on July 31, 2010. In addition, he will receive a pro rated share of his target 2010 RBI award when such awards are paid in 2011. The separation agreement will contain other standard terms and conditions consistent with the company's policies and practices.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

99.1 Press Release issued by Raytheon Company dated June 22, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAYTHEON COMPANY

Date: June 25, 2010

Jay B. Stephens
Senior Vice President, General Counsel and
Secretary

By: /s/ Jay B. Stephens_____

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press release issued by Raytheon Company dated June 22, 2010. |

**Raytheon Company
Public Relations
870 Winter Street
Waltham, MA 02451
www.raytheon.com**

□ 60;
□ 60;

News release

FOR IMMEDIATE RELEASE

Contact:
Jon Kasle
781.522.5110

Raytheon appoints Thomas A. Kennedy president of Integrated Defense Systems

WALTHAM, Mass., (June 22, 2010) – Raytheon Company (NYSE: RTN) has appointed Dr. Thomas A. Kennedy, 55, president of Raytheon Integrated Defense Systems (IDS), effective immediately. Kennedy succeeds Daniel L. Smith, who will retire from the company, effective July 30, 2010.

Kennedy brings significant experience in defense, sensing and intelligence technologies and international management to IDS' top leadership role. He most recently served as vice president for Tactical Airborne Systems (TAS) within Raytheon's Space and Airborne Systems (SAS) business.

"Tom's proven business leadership, customer focus and international expertise will benefit IDS and its expanding base of global customers as we continue to develop and advance Raytheon technologies to support mission success," said William H. Swanson, Chairman and CEO of Raytheon Company.

In his 27-year career at Raytheon, Kennedy has held a variety of leadership roles, principally at the company's SAS business. Prior to his role with TAS, Kennedy served as vice president for the SAS Mission System Integration business, with responsibility for the U.K. Ministry of Defence's ASTOR (Airborne Stand-off Radar) program. Earlier in his Raytheon career, he was a new business leader and program manager for several radar and electronic warfare systems development programs. & #160;Kennedy holds several patents related to radar and electronic warfare systems.

During his military service, Kennedy attained the rank of captain in the U.S. Air Force, with responsibility for managing satellite launch vehicle avionics development and production programs.

A recipient of the Aviation Week Laureate Award for his achievements on the AESA (Active Electronically Scanned Arrays) radar program, Kennedy holds a doctorate in engineering from the University of California Los Angeles and bachelor's and master's degrees in electrical engineering from Rutgers University and the Air Force Institute of Technology, respectively.

In commenting on Smith's retirement, Swanson added, "We thank Dan for his 13 years of service and dedication to the company. We wish him well in his retirement."

Raytheon Company, with 2009 sales of \$25 billion, is a technology and innovation leader specializing in defense, homeland security and other government markets throughout the world. With a history of innovation spanning 88 years, Raytheon provides state-of-the-art electronics, mission systems integration and other capabilities in the areas of sensing; effects; and command, control, communications and intelligence systems, as well as a broad range of mission support services. With headquarters in Waltham, Mass., Raytheon employs 75,000 people worldwide.

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