

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

Certification and Notice of Termination of Registration
under Section 12(g) of the Securities Exchange Act of 1934
or Suspension of Duty to File Reports Under Sections 13 and
15(d) of the Securities Exchange Act of 1934.

Commission File No. 1-13699

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

141 Spring St.
Lexington, Massachusetts
(781) 862-6600

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

Class A Common Stock, \$0.01 par value per share
Class B Common Stock, \$0.01 par value per share

(Title of each class of securities covered by this Form)

Common Stock
8.25% Equity Securities Units

(Titles of all other classes of securities for which a duty to file
reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s)
relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 15d-6	<input type="checkbox"/>
Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>		

Approximate number of holders of record as of the certification or notice date:0
Pursuant to the requirements of the Securities Exchange Act of 1934, Raytheon
Company has caused this certification/notice to be signed on its behalf by the
undersigned duly authorized person.

Date: May 16, 2001

RAYTHEON COMPANY

By: /s/ John W. Kapples

John W. Kapples
Vice President and Secretary