

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Yuse Richard R</u>			2. Issuer Name and Ticker or Trading Symbol <u>RAYTHEON CO/ [ RTN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>870 WINTER STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>WALTHAM</u>	<u>MA</u>	<u>02451</u>						
(City)	(State)	(Zip)							

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2017 <sup>(1)</sup>		J		1,196	A	(1)	1,196	I	Benefit Plan
Common Stock	11/27/2017		M		333	A	(2)	47,363	D	
Common Stock	11/27/2017		F		333	D	\$186.85	47,030	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	11/27/2017		M			333	(3)	03/29/2021	Common Stock	333	\$0	28,048	D	

**Explanation of Responses:**

- (1) The stock transactions reported on this Form 4 represent biweekly acquisitions of the Issuer's Common Stock in the Reporting Person's employee benefit plan account on March 2, 2017; March 16, 2017; March 30, 2017; April 13, 2017; April 27, 2017; May 11, 2017; May 25, 2017; June 8, 2017; June 22, 2017; July 6, 2017; July 20, 2017; August 3, 2017; August 17, 2017; August 31, 2017; September 14, 2017; September 28, 2017; October 12, 2017; October 26, 2017; November 9, 2017; and November 22, 2017 at prices of \$154.30; \$153.66; \$153.16; \$151.75; \$156.26; \$158.93; \$163.11; \$160.47; \$161.06; \$163.56; \$168.78; \$174.14; \$177.25; \$182.01; \$181.34; \$184.02; \$188.91; \$181.86; \$184.94; and \$185.46, respectively, the closing price of the Issuer's Common Stock on each such transaction date.
- Time-based restricted stock units (RSUs) that represent the right to receive one share of the Issuer's Common Stock per unit.
- Vesting of RSUs and delivery of shares to satisfy federal tax obligations with respect to the RSUs awarded on March 29, 2017 pursuant to the Reporting Person's RSU Agreement.

**Remarks:**

Dana Ng, Attorney-in-fact      11/29/2017

\*\* 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.