

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 1)

WHITTAKER CORPORATION  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

966680-40-7  
(CUSIP Number)

Thomas D. Hyde  
Raytheon Company  
141 Spring Street  
Lexington, MA 02173  
781-862-6600

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 10, 1998  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

## SCHEDULE 13D

CUSIP NO. 966680-40-7

1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Raytheon Company  
95-1778500

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / / (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER NONE
	8	SHARED VOTING POWER NONE
	9	SOLE DISPOSITIVE POWER NONE
	10	SHARED DISPOSITIVE POWER NONE

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON  
CO

## AMENDMENT NO. 1 TO SCHEDULE 13D

The Statement on Schedule 13D (the "Schedule 13D") relating to the common stock, par value \$.01 per share, of Whittaker Corporation, a Delaware corporation ("Whittaker"), as previously filed by Raytheon Company, a Delaware corporation ("Raytheon"), is hereby amended and supplemented with respect to the items set forth below. Capitalized terms used without definition have the meaning ascribed to such terms in the Schedule 13D.

Item 1. Security and Issuer.

See the Schedule 13D.

Item 2. Identity and Background.

See the Schedule 13D.

Item 3. Source and Amounts of Funds or Other Consideration.

Not Applicable.

Item 4. Purpose of Transaction.

Not Applicable

Item 5. Interest in Securities of the Issuer.

On June 12, 1998, Raytheon sold 1,974,333 shares of Whittaker common stock to Canpartners Investments IV, LLC ("Canpartners") on behalf of its affiliated managed accounts pursuant to the terms and conditions of a certain letter agreement dated June 10, 1998 between Raytheon and Canpartners. A copy of the letter agreement is filed as an exhibit hereto. As a result of such sale, Raytheon is no longer the beneficial owner of any shares of Whittaker common stock and thus Raytheon's filing obligations under Rule 13-d are terminated.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Not Applicable.

Item 7. Material to be Filed as Exhibits.

1. Letter Agreement dated June 10, 1998 by and between Raytheon and Canpartners.

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Raytheon Company

/s/ Thomas D. Hyde  
By: Thomas D. Hyde  
Senior Vice President and General Counsel

June 12, 1998

INDEX TO EXHIBITS

Exhibit No.	Exhibit
1	Letter Agreement dated June 10, 1998 by and between Raytheon Company and Canpartners Investments IV, LLC.

CANPARTNERS INVESTMENTS IV, LLC  
9665 WILSHIRE BLVD, SUITE 200  
BEVERLY HILLS, CA 90212  
(310) 247-2700  
(310) 247-2701 (fax)

June 10, 1998

Mr. Rich Goglia  
Raytheon Company  
141 Spring Street  
Lexington, MA 02173

RE: Confirmation of Purchase of Whittaker  
Corporation Common Stock

Dear Mr. Goglia:

The purpose of this letter is to confirm that Canpartners Investments IV, LLC ("Canpartners") on behalf of its affiliated managed accounts has irrevocably agreed to purchase and Raytheon Company ("Raytheon") has irrevocably agreed to sell all of the shares of the Common Stock of Whittaker Corporation ("Whittaker") which are held by Raytheon under the terms and conditions (collectively, the "Terms") set forth below:

Number of Shares: 1,974,333 shares of Common Stock (the "Stock")

Price: \$11.9531 per share

Execution: Friday, June 12, 1998, but subject to the parties' understanding that the Execution Date of the transaction contemplated herein is conditioned upon both parties' satisfaction that the transaction is exempt from the filing requirements of the Hart-Scott-Rodino Antitrust Improvements Act ("HSR"). If HSR applies, Execution shall occur immediately upon the receipt of HSR approvals (in this regard, Canpartners agrees to file all necessary HSR applications on or before three days after the date hereof). Settlement shall be on T + 3 in same day funds.

Other: Canpartners' purchase is subject to Canpartners' receipt of fully paid, non-assessable, freely tradeable and non-legended shares of Stock, free and clear of all encumbrances and restrictions.

Please confirm Raytheon's acceptance of the foregoing by executing this letter in the space provided below and returning such executed copy to the undersigned via telecopier at (310) 247-2701.

Sincerely,

CANPARTNERS INVESTMENTS IV, LLC  
A California limited liability company

By: Canpartners Incorporated,  
A California corporation,  
An authorized member

By: /s/ Mitchel Julis  
Name: Mitchel Julis  
Title: Vice President

Agreed and Accepted:

Raytheon Company

By: /s/ Richard A. Goglia  
Name: Richard A. Goglia  
Title: Director - International Finance