## FORM 4 Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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01/24/03

Date

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting			Name and Ticker or on Company - RTN	Tradin	g Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Marchilena, Francis S.						_ Director 10% Owner				
(Last) (First) (Midd	,		Identification Numbe		Statement for	X Officer (give title below) _ Other (specify below)				
141 Spring Street		1 , 0 ,			Ionth/Day/Year 1/23/03	Executive Vice President				
(Street)					If Amendment,	7. Individual or Joint/Group F	Applicable Line)			
					ate of Original	X Form filed by One Reporting Person				
Lexington, MA 02421					Month/Day/Year)	Form filed by More than One Reporting Person				
(City) (State) (Zip	p)		Table I — N	lon-De	rivative Securitie	s Acquired, Disposed of, or Beneficially Owned				
1. Title of Security 2. Trans- 2A.	Deemed 3. Tran	ns-	4. Securities Acquired	l (A) o	r Disposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect		
(Instr. 3) action Exec	ecution action	, ,				Securities	ship Form:	Beneficial Ownership		
Date Date						Beneficially	Direct (D)	(Instr. 4)		
(Month/ Day/ if an	ny Code	e V	Amount	(A)	Price	Owned Follow-	or Indirect (I)			
	nth/Day/			or		ing Reported Transactions(s)	(Instr. 4)			
Year)	'			(D)		(Instr. 3 & 4)				
Common Stock 01/23/03	F	$\neg \neg$	2,403	D	28.88	27,533	D			

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned														
	(e.g., puts, calls, warrants, options, convertible securities)													
1. Title of	<ol><li>Conver-</li></ol>	3.	3A.	4.	5. Number of Derivative		6. Date		7. Tit	le and Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Securities Acqu	Exercis	Exercisable of Underl			Derivative	Derivative	Owner-	of Indirect	
Security	Exercise	action	Execution	action	Disposed of (D	and Ex	and Expiration Securities			Security	Securities	ship	Beneficial	
	Price of	Date	Date,	Code		Date (Instr.		. 3 & 4)	(Instr. 5)	Beneficially	Form	Ownership		
(Instr. 3)	Derivative		if any	l	(Instr. 3, 4 & 5)			(Month/Day/				Owned	of	(Instr. 4)
	Security		(Month/	(Instr.			Year)					Following	Deriv-	
			Day/ Year)	8)							l	Reported	ative	
		" /	" /	l							l	Transaction(s)	Security:	
				l							l	(Instr. 4)	Direct	
				<u> </u>									(D)	
				Code	(A)	(D)	Date	Expira-	Title	Amount or	l		or	
1							Exer-	tion		Number of	l		Indirect	
				ıl			cisable	Date		Shares	I		(I)	

Explanation of Responses:

(1) The options become exercisable in three equal installments. The first installment became exercisable on May 16, 2002, upon the Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$39.10 per share; the second installment becomes exercisable upon the date that the Issuer's Common Stock sustains a market price of at least \$44.965 per share; and the third installment becomes exercisable upon the date that the Issuer's Common Stock sustains a market price of at least \$51.71 per share. Notwithstanding the foregoing vesting schedule, all shares under option shall become exercisable on the sixth anniversary of the grant date.

> By: /s/ John W. Kapples John W. Kapples, Attorney in Fact \*\*Signature of Reporting Person

\*\*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.

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POWER OF ATTORNEY

For Executing Forms 3, 4 and 5 and Form 144

Know all by these presents, that the undersigned hereby constitutes and appoints each of Neal E. Minahan and John W. Kapples signing singly, the undersigned's true a

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Raytheon Company (the "Company"), Forms 3, 4 and 5 and/or Form 144 i
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Forms 3, 4 and 5 a
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the best in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to the opinion of such attorney-in-fact, may be of benefit to the opinion of such attorney-in-fact, may be of benefit to the opinion of such attorney-in-fact, may be of benefit to the opinion of such attorney-in-fact, may be of benefit to the opinion of such attorney-in-fact, may be of benefit to the opinion of such attorney-in-fact, may be of benefit to the opinion of such attorney-in-fact, may be of benefit to, in the opinion of such attorney-in-fact, may be of benefit to the opinion of such attorney-in-fact, may be opinion of such attorney-in-fact, may be opinion of such attorney-in-

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and pro

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Form 144 with respect to the un

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of September, 2002.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

/s/ Francis S. Marchilena

Signature

Francis S. Marchilena

Typed Name