FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	VAL
l	OMB Number:	3235-0287
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l	hours per response:	0.5

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

						. ,				· ·	01 19											
1. Name and Address of Reporting Person* SCHOTTLAENDER COLIN						2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) 870 WINTER STREET							3. Date of Earliest Transaction (Month/Day/Year) 02/25/2008										X Officer (give title Other (specify below) below) Vice President					
(Street) WALTHAM MA 02451 (City) (State) (Zip)																Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
	Tab	le I - No	n-Deriv	/ative	Sec	curitie	s Acc	quired	, Dis	posed o	f, o	r Ben	efici	ally O	wne	d						
Date					Executi ay/Year) if any		cution Date, ny							4 and 5) Se		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
								v	Amount		(A) or (D)	Price	, т	ransaction(s)				(Instr. 4)				
Stock			/2008	2008			A		21,226	1)	A	\$	0	7	79,546							
Stock	/2008	2008			F		6,251		D	\$66.22		73,295		D								
Common Stock															3,309(2)		I		401(k)			
	Ta														ned							
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Executio if any	n Date,	Instr.	of Deriv Secu Acqu (A) o Disp of (D (Instrand !	vative vrities sired r osed) r. 3, 4	Expiration Date (Month/Day/Year)			Amoun			nt er		derivative Securities Beneficially Owned Following Reported	Owner Form Direct or Inc (I) (In	: t (D) lirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(F TER STRI AM M (S Security (Ins Stock Stock Stock Conversion or Exercise Price of Derivative	(First) (First) (TER STREET AM MA (State) (Tab Gecurity (Instr. 3) Stock Stock Stock Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) TER STREET AM MA 02451 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Stock Table II - Conversion or Exercise Price of Derivative Price of Derivative 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) TER STREET AM MA 02451 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transs Date (Month/It Stock Stock Table II - Derivat (e.g., p Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year) 3. Transaction Stecution Date (Month/Day/Year) [Month/Day/Year)	(First) (Middle) TER STREET AM MA 02451 (State) (Zip) Table I - Non-Derivative Gecurity (Instr. 3) Stock Stock Table II - Derivative S (e.g., puts, compared of the price of Derivative (Month/Day/Year) 2. 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On Derivative	TER STREET (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Derivative Security Stock Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 2. Transaction Date (Execution Date, if any (Month/Day/Year) Stock Table III - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	RAYTHEON CO/ RI	RAYTHEON CO/ [RTN] (First) (Middle) TER STREET 3. Date of Earliest Transaction (Month/02/25/2008 4. If Amendment, Date of Original Filed (State) (Zip) Table I - Non-Derivative Securities Acquired, Discontinuous (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, c 2. Conversion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (e.g., puts, calls, warrants, options, c 2. 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If Amendment, Date of Original Filed (Month/Day/Year) (Month/Da	RAYTHEON CO/ [RTN]	Check all applies Check all applies	RAYTHEON CO/ [RTN] (Check all applicable) Director (Check al	RAYTHEON CO/ [RTN] (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Stock 02/25/2008 A 21,226(1) A \$0 79,546 D \$10 \$10 \$10 \$10 \$10 \$10 \$10 \$10 \$10 \$10	RAYTHEON CO/ [RTN] (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Bate, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock			

Explanation of Responses:

- 1. Shares of the Issuer's Common Stock issued to the Reporting Person pursuant to the settlement of such person's award under the Issuer's 2005-2007 Long-Term Performance Plan.
- 2. The Reporting Person indirectly beneficially owns 3,309 shares of the Issuer's Common Stock based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$66.22, the closing price of the Issuer's Common Stock on February 25, 2008.

Remarks:

Jay B. Stephens, Attorney-in-

02/27/2008

<u>fact</u>

** 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.