

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>KEEBAUGH MICHAEL D</u>  (Last) (First) (Middle) <u>870 WINTER STREET</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	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 Officer (give title below) Other (specify below) X <b>Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/28/2007		M		7,322 <sup>(1)</sup>	A	\$19.375	89,505	D	
Common Stock	09/28/2007		M		3,368 <sup>(1)</sup>	A	\$29.685	92,873	D	
Common Stock	09/28/2007		M		2,249 <sup>(1)</sup>	A	\$44.45	95,122	D	
Common Stock	09/28/2007		M		3,180 <sup>(1)</sup>	A	\$31.445	98,302	D	
Common Stock	09/28/2007		S		8,800 <sup>(1)</sup>	D	\$64.1414	89,502	D	
Common Stock								1,278 <sup>(2)</sup>	I	401(k)

**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
Employee Stock Option	\$19.375	09/28/2007		M			7,322	02/25/2003 <sup>(3)</sup>	02/24/2010	Common Stock	7,322	\$0	0	D	
Employee Stock Option	\$29.685	09/28/2007		M			3,368	05/23/2004	05/22/2011	Common Stock	3,368	\$0	0	D	
Employee Stock Option	\$44.45	09/28/2007		M			2,249	05/13/2005	05/12/2012	Common Stock	2,249	\$0	0	D	
Employee Stock Option	\$31.445	09/28/2007		M			3,180	05/14/2006	05/13/2013	Common Stock	3,180	\$0	0	D	

**Explanation of Responses:**

- The stock option exercises and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 28, 2007.
- The Reporting Person indirectly beneficially owns 1,278 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 \$63.82, the closing price of the Issuer's Common Stock on September 28, 2007.
- The option became exercisable in two annual installments beginning on February 25, 2002.

**Remarks:**

Dana Ng, Attorney-in-fact      10/02/2007  
 \*\* 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.