

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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  Confidential, for Use of the  
Commission Only (as permitted  
by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to (S) 240.14a-12

Raytheon Company  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

Reg. (S) 240.14a-101.

SEC 1913 (3-99)

FOR IMMEDIATE RELEASE

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Gen. John Tilelli Jr. nominated to Raytheon Board of Directors

LEXINGTON, Mass., (March 28, 2002) - The Raytheon Company (NYSE: RTN) board of directors is recommending the election of retired U.S. Army General John H. Tilelli, Jr. to the board. Tilelli, 60, is president and chief operating officer of Cypress International Inc.

Tilelli's election at the company's annual meeting on April 24, 2002, would bring the total number of Raytheon board members to 12. John R. Galvin and Alfred M. Zeien will be retiring from the Raytheon board following the annual meeting.

Prior to joining Cypress International in January 2002, Tilelli was president and chief executive officer of USO worldwide operations. He was appointed to this position following his retirement from the U.S. Army after 37 years of service. Upon his retirement, Tilelli was Commander-in-Chief of the United Nations Command and Combined Forces Command for the U.S. Forces Korea. During his distinguished career, Tilelli also served two tours in Vietnam, four tours in Germany and three tours at the Pentagon. In addition, he served as a commanding general during Desert Shield and Desert Storm.

Cypress International Inc., based in Arlington, Va., is a business development organization assisting clients to identify new defense business opportunities.

With headquarters in Lexington, Mass., Raytheon is a global technology leader in defense, government and commercial electronics, and business and special mission aircraft.

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