### 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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## 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 Filed By Romeo and Dye's Section 16 Filer www.section16.net

4/24/03

Date

Common Stock	04/23/03		A		2,100	Α		16,500	D			
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 & 4)	or Indirect (I) (Instr. 4)			
Date Date,			(Instr. 8)	)				Beneficially	Direct (D)	(Instr. 4)		
1. Title of Security (Instr. 3)					<ol> <li>Securities Acquired (Instr. 3, 4 &amp; 5)</li> </ol>	(A) or Di		5. Amount of Securities		<ol> <li>Nature of Indirect Beneficial Ownership</li> </ol>		
(City)	(State)	(Zip)		Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
Lexington, MA 02	(Street) 2421						Amendment, of Original th/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(Last) (First) (Middle) 141 Spring Street				of Reporting Person,			tement for h/Day/Year / <b>03</b>	Officer (give title below)Other (specify below)				
1. Name and Addre Spivey, William R		rting Person*			Name <b>and</b> Ticker or T on Company - RTN	Frading Sy	mbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director10% Owner				

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).

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continued)														
<ol><li>Conver-</li></ol>	3.	3A.	4.	5. Number of I	6. Date		7. Title and Amount	8. Price of	9. Number of	10.	11. Nature			
sion or	Trans-	Deemed	Trans-	Securities Acq	Exercis	able	of Underlying	Derivative	Derivative	Owner-	of Indirect			
Exercise	action	Execution	action	Disposed of (D	and Expiration		Securities	Security	Securities	ship	Beneficial			
Price of	Date	Date,	Code			Date		(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Ownership		
Derivative		if any		(Instr. 3, 4 & 5	(Month/Day/				Owned	of	(Instr. 4)			
Security			(Instr.			Year)				Following	Deriv-			
			8)							Reported	ative			
	l í	´								Transaction(s)	Security	:		
										(Instr. 4)	Direct			
			<u> </u>						-	1	(D)			
			Code	(A)	(D)					1	or			
										1	Indirect			
						cisable	Date	Shares		1	(I)			
											(Instr. 4)			
	2. Conver- sion or Exercise Price of Derivative	2. Conver- 3. sion or Trans- Exercise action Price of Date Derivative Security (Month/ Day/	(e 2. Conver- sion or Fice of Derivative Security Communication (Month/Month/ Day/ Year) (e 3. 3. 3. 3. Trans-Deemed Date, Date, Date, Day/ Year) Year)	(e.g., pu       2. Conver- sion or     3.     3A.     4.       Trans-Deemed     Trans- Deemed     Trans- action     Executionaction       Price of     Date     Date,     Code       Derivative     if any     Security     Month/ Day/     (Instr. Day/ Year)     8)	(e.g., puts, calls, war           2. Conver- sion or         3.         3A.         4.         5. Number of D           sion or         Trans-Deemed         Trans-Securities Acque           Exercise         Action Execution action         Disposed of D           Price of         Date         Date,         Code           Derivative         if any         (Instr.         A 4.5.7)           Security         Month/ (Month/ Day/ Day/         (Instr.         A 4.5.7)	2. Conver- sion or     3.     3A.     4.       Sion or     Trans-Deemed     Trans-Deemed     Securities Acquired (A) or       Action Executionaction     Date,     Code       Derivative     if any Veary     Code     (Instr. 3, 4 & 5)	2. Conver- sion or Exercise     3. Trans-Deemed     4. Trans- action     5. Number of Derivative Trans- action     6. Date Exercise       Date     Date if any Date     Code (Instr. 8)     5. Number of Derivative Disposed of (D)     6. Date Exercise       Date     Date if any Date     Code (Instr. 8)     5. Number of Derivative Disposed of (D)     6. Date Exercise       Code     Code (Instr. 8)     Code (Instr. 8)     Code (Instr. 4.     Code (Instr. 4.     Code (Instr. 4.	2. Conver- sion or Exercise     3. Trans- action     3A. Exercisable     4. Trans- beremed     5. Number of Derivative Securities Acquired (A) or Disposed of (D)     6. Date Exercisable       Date     Date, Date     Code if any Near     Code Nomb/ Near     5. Number of Derivative Disposed of (D)     6. Date Exercisable       Month/ Day     Date, Nomb/ Near     Code Nomb/ Near     Code Nomb/ Near     Code Nomb/ Near     (Instr. 8)	2. Conver- sion or Exercise     3. Trans- Deemed action     3A. Trans- Exercise     4. Trans- Detemed action     5. Number of Derivative Disposed of (D)     6. Date Exercisable     7. Title and Amount of Underlying Bound Disposed of (D)       Date Date Daty Day/ Year)     Date, Month/ Wonth/ Year)     Code N     (Instr. 3, 4 & 5)     0.       Code     (Month/ Year)     (Instr. 3, 4 & 5)     Date N     Date N     (Instr. 3 & 4)	(e.g., puts, calls, warrants, options, convertible securities)         2. Conver- sion or Exercise       3. Trans- Deemed action       3A. Trans- Exercise       4. Trans- Detemed action       5. Number of Derivative Securities       6. Date Exercisable       7. Title and Amount 0 Underlying and Expiration       8. Price of Of Underlying Securities         Date Darky Dary Yeary       Date, If any Yeary       Code N       (Instr. 3, 4 & 5)       0.       Date (Month/Day/ Year)       7. Title and Amount 0 Underlying Securities       8. Price of Derivative Security         Code V       (A)       (D)       Date Exercisable       7. Title and Amount 0 Underlying Securities       8. Price of Underlying Security         Code V       (Instr. 3, 4 & 5)       (Instr. 3 & 4)       (Instr. 5)         Code V       (A)       (D)       Date Exer- tion       Title Amount or Number of	2. Conversion or Exercise       3. BA. Trans-Deemed action Executionation       4. Trans-Deemed I Trans-Deemed I frans-Securities       5. Number of Derivative Disposed of (D)       6. Date Exercisable and Expiration Date I frans-Securities       7. Title and Amount 8. Price of Derivative Securities       9. Number of Derivative Securities         Security       Date Date Date Date May Y Year)       Date Date Securities       1. Title Amount 8. Price of Derivative Securities       9. Number of Derivative Securities         Security       Date Date Date Securities       Date Securities       1. Title Amount (Month' Month' Year)       1. Title Amount (Month' Year)       1. Title Amount or Number of Derivative Securities       1. Title Amount or Number of Derivative Securities         Code V       (A)       (D)       Date Exercise Title Amount or Number of Derivative Securities       1. Title Amount or Number of Derivative Securities	2. Conver- sion or Exercise       3. Trans- action       3A. Trans- Exercise       4. Trans- action       5. Number of Derivative Securities       6. Date Exercisable and Expiration       7. Title and Amount of Underlying Month/(Month/ Year)       8. Price of Derivative       9. Number of Derivative       10.         2. Conver- sion or Exercise       Trans- action       5. Number of Derivative Securities       6. Date Disposed of (D)       7. Title and Amount on Exercisable Date Date       8. Price of Derivative       9. Number of Derivative       0. Wearly Security         Security       (Month/ Nomth/ Year)       Code Net       (Instr. 3, 4 & 5)       (Instr. 3, 4 & 5)       (Instr. 3 & 4)       (Instr. 5)       Beneficially Owner/ Security         Month/ Year       (Instr. 7) Year       (Instr. 7)       (Instr. 7)       (Instr. 7)       (Instr. 7)       (Instr. 7)         Code       V       (A)       (D)       Date Exer- tion       Expira- Title Amount or Number of       (Instr. 4)       (D)		

Explanation of Responses:

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 &

(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 :

(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 :

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 ur

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

William R. Spivey

# Typed Name

vpeu name