FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | Check this box if no longer subject to |
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| \neg | Section 16. Form 4 or Form 5 |
| J | obligations may continue. See |
| | Instruction 1(b). |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | | | | () | | | 00. | npany Act | 00 | | | | | | | | |
|--|--|--|--|---|---|--|---|--|---|--|--|--|---|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Jones Jon C</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN] | | | | | | | | | | olicable) | g Person(s) to Issuer 10% Owner | | |
| (Last) (First) (Middle) 870 WINTER STREET | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/08/2009 | | | | | | | | | | N) | bel | er (specify ow) | |
| (Street) WALTHAM MA 02451 (City) (State) (Zip) | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | Form | al or Joint/Group Filing (Check Applicable orm filed by One Reporting Person orm filed by More than One Reporting erson | | | |
| | Tab | le I - No | n-Deriv | ative | Sec | uritie | s Ac | quired, | Dis | posed o | f, or | Ben | efici | ally O | wne | ed | | | |
| Date | | | | | ar) E | xecution Date, any | | Code (Instr. | | | | | | 4 and Sec Ben Owi | | ities icially d Following | Form: Direc | of Indirect | |
| | | | | | | | | Code | v | Amount | | A) or D) | Price | . 1 | ransa | action(s) | | (11311.4) | |
| Common Stock 0 | | | | | 3/2009 | | | | | 2,104 | | D | \$48 | .27 | 76,273.172 | | D | | |
| Common Stock 05/11/ | | | | | 2009 | | F | | 624 | | D | \$47 | 7.66 75 | | 649.172 | D | | | |
| Common Stock | | | | | | | | | | | | | | | 4 | ,399(1) | I | 401(k) | |
| | Ta | | | | | | | | | | | | | y Ow | ned | | | | |
| | | | | of Deriv Secu Acqu (A) o Dispo of (D (Insti | rative rities ired r osed) | Expiration Date (Month/Day/Year) | | | and 4) Amour | | ount | Derivative Security (Instr. 5) | | derivative Securities Beneficially Owned Following Reported | Ownersh Form: Direct (D or Indire (I) (Instr. | Beneficial Ownership ct (Instr. 4) | | | |
| | Conversion or Exercise Price of Derivative | (First) TER STREET AM MA (State) Tab Security (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 - Note of the content of the co | (First) (Middle) TER STREET AM MA 02451 (State) (Zip) Table I - Non-Derive (Month/It) Stock Stock Stock Table II - Derivat (e.g., ptop of Date (Month/Day/Year) Conversion or Exercise Price of Derivative Price of Derivative 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | (First) (Middle) TER STREET AM MA 02451 (State) (Zip) Table I - Non-Derivative Gecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative S (e.g., puts, of Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Conversion or Exercise Price of Derivative S (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transa Code (Month/Day/Year) (Month/Day/Year) 4. 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Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form filed by More Person Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Polowing Reported Transaction) Transaction (Month/Day/Year) Amount of Disposed of, or Beneficially Owned Form filed by More Person Stock 05/08/2009 F 2,104 D \$48.27 7,5,649.172 Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4) Transaction Date, if any (Month/Day/Year) F 2,104 D \$48.27 7,5,649.172 Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4) Transaction Date, if any (Month/Day/Year) Amount of Disposed of, or Beneficially Owned Following Reported Transaction (Both Privative Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Both Privative Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Both Privative Securities) Conversion Date (Both Privative Securities) Amount of Orivative Securities Acquired, Disposed of, or Beneficially Owned (Both Privative Securities) Amount of Orivative Securities Acquired, Disposed of, or Beneficially Owned (Both Privative Securities) Amount of Orivative Securities Acquired, Disposed of, or Beneficially Owned (Both Privative Security (Instr. 3) and 4) Transaction (Instr. 4) Amount of Orivative Securities Acquired (Month/Day/Year) Amount of Orivative Security (Instr. 3) Amount of Orivative S | RAYTHEON CO/ [RTN] (Check all applicable) Director 108 | |

Explanation of Responses:

1. The Reporting Person indirectly beneficially owns 4,399 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 \$48.27, the closing price of the Issuer's Common Stock on May 8, 2009.

Remarks:

Dana Ng, Attorney-in-fact 05/12/2009

** 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.