FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
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Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(h)	

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* RHOADS REBECCA R					2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/[RTN]										Check all D	applic irecto	cable) or	10%		Owner
(Last) (First) (Middle) 870 WINTER STREET					3. Date of Earliest Transaction (Month/Day/Year) 11/24/2004										A bo	elow)		ormatio	Other (sp below) ormation Office	
				4. If	Line) X Form filed by One Re										e Reporti	Reporting Person				
	Tabl	e I - Nor	n-Deriv	ative	Se	curiti	es Ac	qui	red, D	isp	osed o	f, or	Bene	efici	ally Ow	ned	l			
Da			2. Transaction Date (Month/Day/Year)		ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		, T	Transaction Dispo		Disposed				4 and Sec Ber Ow		ecurities eneficially wned Following		irect direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								[Code	,	Amount			Price	ູ Tra	Transaction(s)				(111501.4)
Stock	ock 11/24/2004 G						G	V	50	50 D		\$	0 10,874		874	Γ)			
Stock												2,528 ⁽¹⁾ I 4						401(k)		
	Та								,		,				y Own	ed				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	ecution Date, ny Cod onth/Day/Year) 8)		de (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		piration I	Date /Yea	r) Amo Secu Unde Deriv Secu and		Amount of Securities Underlying Derivative Security (Instr. : and 4) Amount or Number of		Derivativ Security	Ve de S B O F R	derivative Securities Seneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	n: ct (D) ndirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

1. The Reporting Person indirectly beneficially owns 2,528 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 \$39.70, the closing price of the Issuer's Common Stock on November 24, 2004.

Remarks:

John W. Kapples, Attorney-in-

fact

** Signature of Reporting Person

12/06/2004

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.