

SWANSON WILLIAM H
Form 5
February 04, 2003

FORM 5

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

OMB APPROVAL

☐ Check this box if no
longer subject to Section 16.
Form 4 or Form 5
obligations may continue.

See Instruction 1(b).

☐ Form 3 Holdings
Reported

☐ Form 4 Transactions
Reported

**ANNUAL 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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Swanson, William H.			Raytheon Company - RTN			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year 12/2002			
141 Spring Street									
(Street)			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
Lexington, MA 02421									
(City) (State) (Zip)			Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/23/02		A	9,600	A			D	
Common Stock	02/23/02		F	3,308	D	37.98	56,326	D	
Common Stock							7,654 ⁽¹⁾	I	401(k)

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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**FORM 5 (continued) 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. Conver- sion or Exercise Price of Derivative	3. Trans- action Date (Month/	3A. Deemed Execution Date, if any	4. Trans- action Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Owner- ship Form of Deriv-	11. Natur of Indirect Beneficia Ownership (Instr. 4)
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	Security	Day/ Year)	(Month/ Day/ Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4 & 5)		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares	Owned at End of Year (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)	
					(A)	(D)							
Performance Stock Option	32.32	01/23/02		A	56,100	(2)	01/23/12	01/23/12	Common Stock	56,100	135,400	D	
Employee Stock Option	44.45	05/13/02		A	30,000		05/13/03	05/13/12	Common Stock	30,000		D	
Employee Stock Option	44.45	05/13/02		A	30,000		05/13/04	05/13/12	Common Stock	30,000		D	
Employee Stock Option	44.45	05/13/02		A	27,751		05/13/05	05/13/12	Common Stock	27,751		D	
Employee Stock Option	44.45	05/13/02		A	2,249		05/13/05	05/12/12	Common Stock	2,249		D	
Employee Stock Option	31.94	07/31/02		A	33,333		07/31/03	07/31/12	Common Stock	33,333		D	
Employee Stock Option	31.94	07/31/02		A	33,333		07/31/04	07/31/12	Common Stock	33,333		D	
Employee Stock Option	31.94	07/31/02		A	33,334		07/31/05	07/31/12	Common Stock	33,334	872,896	D	

Explanation of Responses:

(1) Based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$30.75, the closing price of the Issuer's Common Stock on December 31, 2002.

(2) The options become exercisable in three equal installments. The first installment became exercisable on May 16, 2002, upon the Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$39.10 per share; the second installment becomes exercisable upon the date that the Issuer's Common Stock sustains a market price of at least \$44.965 per share; and the third installment becomes exercisable upon the date that the Issuer's Common Stock sustains a market price of at least \$51.71 per share. Notwithstanding the foregoing vesting schedule, all shares under option shall become exercisable on the sixth anniversary of the grant date.

By: /s/ William H. Swanson
William H. Swanson

01/28/03
Date

**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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