

MINAHAN NEAL E
Form 5
February 05, 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)			
Minahan, Neal E.			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			
141 Spring Street						12/2002			
(Street)						5. If Amendment, Date of Original (Month/Year)			
Lexington, MA 02421						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			
(City) (State) (Zip)			Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	02/21/02		A	3,000	A			D	
Common Stock	06/27/02		F	1,125	D	39.53	16,875	D	
Common Stock							3,022 ⁽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	2. Conversion or	3. Transaction	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Derivative Securities Beneficially Owned at End of Year (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownership (Instr. 4)
					(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares				
Performance Stock Option	32.32	01/23/02		A	32,200		(2)	01/23/12	Common Stock	32,200		56,800	D	
Employee Stock Option	44.45	05/13/02		A	11,666		05/13/03	05/13/12	Common Stock	11,666			D	
Employee Stock Option	44.45	05/13/02		A	11,667		05/13/04	05/13/12	Common Stock	11,667			D	
Employee Stock Option	44.45	05/13/02		A	9,418		05/13/05	05/13/12	Common Stock	9,418			D	
Employee Stock Option	44.45	05/13/02		A	2,249		05/13/05	05/12/12	Common Stock	2,249		103,250	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/ **Neal E. Minahan**
Neal E. Minahan

**Signature of Reporting Person

01/27/03
Date

**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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