**RAYTHEON CO/** Form 4 November 19, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH DANIEL L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			RAYTHEON CO/ [RTN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
870 WINTER	STREET		(Month/Day/Year) 11/17/2009	Director 10% Owner X Officer (give title Other (specify below) Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WALTHAM, MA 02451			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

` •	` '	1 abic	e 1 - Non-D	erivative S	ecuriu	ies Acq	luirea, Disposea (	oi, or Beneficial	ny Ownea
1.Title of	2. Transaction Date		3.	4. Securiti			5. Amount of	6. Ownership	
Security	(Month/Day/Year)	· ·		on(A) or Dis	sposed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5	)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					( )		Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	( ,		
Common	11/17/2000		C	20,000	Ъ	¢ 50	05.260	Ъ	
Stock	11/17/2009		S	(1)	D	\$ 20	95,268	D	
5.0011				_					
Common							4.022 (2)	<b>T</b>	40171
Stock							4,932 <u>(2)</u>	1	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: RAYTHEON CO/ - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	e Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SMITH DANIEL L 870 WINTER STREET WALTHAM, MA 02451

Vice President

## **Signatures**

Dana Ng,

11/19/2009 Attorney-in-fact \*\*Signature of Reporting Date

### **Explanation of Responses:**

- 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).
- The stock sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August **(1)** 12, 2009.
- The Reporting Person indirectly beneficially owns 4,932 shares of the Issuer's Common Stock based on funds in the Reporting Person's (2) Savings and Investment Plan/Excess Savings Plan Account divided by \$50.21, the closing price of the Issuer's Common Stock on November 17, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2