

RAYTHEON CO/  
Form 4  
March 17, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMITH DANIEL L

(Last) (First) (Middle)  
870 WINTER STREET  
(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
RAYTHEON CO/ [RTN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 03/15/2010                           |  | M                              |   | 12,751<br>(1) A \$ 44.45  | 133,062  | D   |
| Common Stock                    | 03/15/2010                           |  | M                              |   | 5,734<br>(1) A \$ 29.48   | 138,796  | D   |
| Common Stock                    | 03/15/2010                           |  | S                              |   | 12,751<br>(1) D \$ 56.4044<br>(2)   | 126,045  | D   |
| Common Stock                    | 03/15/2010                           |  | S                              |   | 5,734<br>(1) D \$ 56.1794<br>(3)  | 120,311  | D   |
|                                 | 03/15/2010                           |  | S                              |   | D 95,268  |  | D   |

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|              |                      |                             |
|--------------|----------------------|-----------------------------|
| Common Stock | 25,043<br><u>(1)</u> | \$<br>56.2526<br><u>(4)</u> |
|--------------|----------------------|-----------------------------|

|              |                  |   |        |
|--------------|------------------|---|--------|
| Common Stock | 4,956 <u>(5)</u> | I | 401(k) |
|--------------|------------------|---|--------|

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

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**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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option                      | \$ 44.45   | 03/15/2010                           |  | M                              | 12,751  | 05/13/2005 <sup>(6)</sup> 05/13/2012                     | Common Stock  |
| Performance Stock Option                   | \$ 29.48   | 03/15/2010                           |  | M                              | 5,734   | 09/19/2007 <sup>(7)</sup> 01/22/2013                     | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| SMITH DANIEL L<br>870 WINTER STREET<br>WALTHAM, MA 02451 |               |           | Vice President |       |

## Signatures

|                              |            |
|------------------------------|------------|
| Dana Ng,<br>Attorney-in-fact | 03/17/2010 |
|------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| <u>                    </u>     | Date |
| **Signature of Reporting Person |      |

## 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).

(1) The stock option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 12, 2010.

The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$56.1088 to \$56.51 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(3) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$56.00 to \$56.40 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(4) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$56.0226 to \$56.51 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(5) The Reporting Person indirectly beneficially owns 4,956 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 \$56.56, the closing price of the Issuer's Common Stock on March 15, 2010.

(6) The options became exercisable in three annual installments beginning on May 13, 2003.

The options became exercisable in three equal installments. The first installment became exercisable on December 2, 2004, upon the Issuer's Common Stock sustaining (for a period of twenty (20) trading days) a market price of at least \$36.85 per share; the second installment became exercisable on September 13, 2006, upon the Issuer's Common Stock sustaining a market price of at least \$46.063 per share; and the third installment became exercisable on September 19, 2007, upon the Issuer's Common Stock sustaining a market price of at least \$57.578 per share.

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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