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diluted earnings (loss) per share for the years ended December 31, 2001, 2000, and 1999 have been adjusted in Note A, Accounting Policies, to exclude goodwill amortization in accordance with SFAS No. 142.

Item 7. Financial Statements Pro Forma Financial Information and Exhibits

- (a) Financial Statements: None
- (b) Pro Forma Financial Information: None
- (c) Exhibits:

Exhibit No. Item

23 Consent of PricewaterhouseCoopers LLP

99 Five-Year Statistical Summary

Management's Discussion and Analysis of Financial Condition and Results of Operations

Consolidated Balance Sheets at December 31, 2001 and 2000

Consolidated Statements of Income for the Years Ended December 31, 2001, 2000, and 1999

Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2001, 2000, and 1999

Consolidated Statements of Cash Flows for the Years Ended December 31, 2001, 2000, and 1999

Notes to Consolidated Financial Statements

Report of Independent Accountants

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 28, 2002

RAYTHEON COMPANY

By: /s/ Edward S. Pliner
Name: Edward S. Pliner
Title: Vice President and
Corporate Controller

EXHIBIT INDEX

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