**RAYTHEON CO/** Form 4 February 16, 2011

# 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:

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

02/14/2011

Stock

Stock

Common

See Instruction

1. Name and Address of Reporting Person <u>*</u> GOGLIA RICHARD A			2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last)	(First)	Middle) 3	3. Date of Earliest Transaction					•					
870 WINT	`	(Month/Day/Year) 02/14/2011					Director 10% Owner X Officer (give title Other (specify below) below)  Vice President, Treasurer						
				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WALTHAM, MA 02451								Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D		Date, if	3. Transactic Code (Instr. 8)	4. Securities Acquire on(A) or Disposed of (Instr. 3, 4 and 5)  (A)  or  Amount (D) Pri		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	rrities Form: Direct Indire eficially (D) or Benef end Indirect (I) Owne owing (Instr. 4) (Instr. orted esaction(s)				
Common Stock	02/14/2011			A	9,919 (1)	A	\$0	41,200	D				
Common	02/14/2011			E	2 190	D	\$	29.011	D				

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

F

3,189

D

50.86

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

38,011

 $2,835 \stackrel{(2)}{=}$ 

D

Ι

401(k)

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

#### number.

# 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. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(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)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	C	Number		
						2			of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOGLIA RICHARD A 870 WINTER STREET WALTHAM, MA 02451

Vice President, Treasurer

## **Signatures**

Dana Ng,

Attorney-in-fact 02/16/2011

\*\*Signature of Reporting Person 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).
- (1) Shares of the Issuer's Common Stock issued to the Reporting Person pursuant to the settlement of such person's award under the Issuer's 2008-2010 Long-Term Performance Plan.
- The Reporting Person indirectly beneficially owns 2,835 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 \$50.86, the closing price of the Issuer's Common Stock on

  February 14, 2011

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.

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