RAYTHEON CO/ Form 4 February 18, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * GOGLIA RICHARD A

(First) (Middle)

870 WINTER STREET

WALTHAM, MA 02451

(Street)

2. Issuer Name and Ticker or Trading Symbol

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

RAYTHEON CO/[RTN]

3. Date of Earliest Transaction

(Month/Day/Year) 12/01/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify below)

Vice President, Treasurer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

| (City) | (State) | (Zip) Tab | le I - Non- | Derivative | Secur | rities Acqui | ired, Disposed of | , or Beneficial | ly Owned |
|--------------------------------------|-----------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|---------------|-------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | | | 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) | |
| Common Stock | 12/01/2014 | | M | 99 | A | <u>(1)</u> | 21,783 | D | |
| Common Stock | 12/01/2014 | | F | 99 | D | \$ 106.28 | 21,684 | D | |
| Common Stock | 02/13/2015 | | A | 15,217 (2) | A | \$ 0 | 36,901 | D | |
| Common Stock | 02/13/2015 | | F | 5,832 | D | \$ 107.03 | 31,069 | D | |
| Common Stock | | | | | | | 23 (3) | I | 401(k) |

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

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pri Deriv Secu (Instr |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------|---------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|-----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 12/01/2014 | | M | 99 | <u>(4)</u> | 05/29/2018 | Common Stock | 2,320 | \$ |

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 02/18/2015

**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).
- (1) Time-based restricted stock units (RSUs) that represent the right to receive one share of the Issuer's Common Stock per unit.
- (2) 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 2012-2014 Long-Term Performance Plan.

(3)

Reporting Owners 2

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The Reporting Person indirectly beneficially owns 23 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 \$107.03, the closing price of the Issuer's Common Stock on February 13, 2015.

(4) Vesting of RSUs and delivery of shares to satisfy federal tax obligations with respect to the RSUs awarded on May 29, 2014 pursuant to the Reporting Person's RSU Agreement.

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.