RAYTHEON CO/ Form 4 February 18, 2015

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and AdSTEPHENS		rting Person *	2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]	5. Relationship of Reporting Person(s) t Issuer (Check all applicable)			
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Cheek all applicable)			
			(Month/Day/Year)	Director 10% Owner			
870 WINTER STREET			12/01/2014	_X_ Officer (give title Other (spe below) below)			
				Sr. Vice President & Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
WALTHAM, MA 02451				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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) Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			(D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/01/2014		M	440	A	<u>(1)</u>	49,830	D	
Common Stock	12/01/2014		F	440	D	\$ 106.28	49,390	D	
Common Stock	02/13/2015		A	45,649 (2)	A	\$0	95,039	D	
Common Stock	02/13/2015		F	20,166	D	\$ 107.03	74,873	D	

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. Transacti Code (Instr. 8)	5. Number on f 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/01/2014		M	44	10	(3)	05/29/2018	Common Stock	10,312

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEPHENS JAY B 870 WINTER STREET WALTHAM, MA 02451

Sr. Vice President & Secretary

Signatures

Dana Ng,

Attorney-in-fact 02/18/2015

**Signature of Reporting Date

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) 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) 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.

Reporting Owners 2

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