RAYTHEON CO/ Form 4 May 31, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GOGLIA RICHARD A			2. Issuer Name and Symbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	RAYTHEON CO 3. Date of Earliest T		(Check all applicable)				
870 WINTER STREET (Street)			(Month/Day/Year) 05/26/2011		Director 10% OwnerX Officer (give title Other (specify below) Vice President, Treasurer				
			4. If Amendment, D Filed(Month/Day/Yea	Č	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WALTHAM	M, MA 02451				Form filed by Mo Person	ore than One R	eporting		
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities Acq	uired, Disposed of,	or Beneficia	lly Owned		
1.Title of	2. Transaction D	ate 2A. Dee	med 3.	4. Securities	5. Amount of 6	. Ownership	7. Nature o		

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Ov								ny Owncu	
2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or Disposed of (D)			Securities	Form: Direct	Indirect Beneficial	
	any	Code				Beneficially	(D) or		
	(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(4)		Reported			
						Transaction(s)			
		C = V			ъ.	(Instr. 3 and 4)			
		Code v		(D)	Price				
05/26/2011		A	5,420 (1)	A	\$0	35,901	D		
						2,861 <u>(2)</u>	I	401(k)	
	(Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount 5,420	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D) 5,420	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price 5,420	2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction Date (A) or Code (Disposed of (D) (Instr. 3, 4 and 5) 2. Transaction Date (A) or Code (Disposed of (D) (Instr. 3, 4 and 5) 2. Transaction Date (A) or Code (Disposed of (D) (Instr. 3, 4 and 5) 2. Transaction Date (A) or Securities 3.	2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities 5. Amount of Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 3 and 4) (Instr. 3 and 4)	

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

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 number.

Edgar Filing: RAYTHEON CO/ - Form 4

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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	xpiration Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

GOGLIA RICHARD A 870 WINTER STREET WALTHAM, MA 02451

Vice President, Treasurer

Signatures

Dana Ng,

05/31/2011 Attorney-in-fact **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) Shares of restricted stock that vest in one-third increments on each of the second, third and fourth anniversaries of the date of grant.
- The Reporting Person indirectly beneficially owns 2861 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 \$49.82, the closing price of the Issuer's Common Stock on May 26, 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.

Reporting Owners 2