

SHELTON GREGORY S

Form 4

November 23, 2004

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
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHELTON GREGORY S

(Last) (First) (Middle)

870 WINTER STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RAYTHEON CO/ [RTN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/19/2004		M		3,000	A	\$ 19.375	10,000	D
Common Stock	11/19/2004		M		368	A	\$ 29.685	10,368	D
Common Stock	11/19/2004		M		1,409	A	\$ 29.685	11,777	D
Common Stock	11/19/2004		M		1,410	A	\$ 29.685	13,187	D
Common Stock	11/19/2004		M		3,000	A	\$ 29.685	16,187	D

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Common Stock	11/19/2004	M	1,591	A	\$ 29.685	17,778	D	
Common Stock	11/19/2004	M	1,590	A	\$ 29.685	19,368	D	
Common Stock	11/19/2004	M	5,000	A	\$ 29.685	24,368	D	
Common Stock	11/19/2004	M	5,000	A	\$ 29.685	29,368	D	
Common Stock	11/19/2004	M	4,632	A	\$ 29.685	34,000	D	
Common Stock	11/19/2004	S	27,000	D	\$ 38.9064	7,000	D	
Common Stock						5,054 ⁽¹⁾	I	401(k)

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. Transaction Code (Instr. 8)	5. Number of 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
Employee Stock Option	\$ 19.375	11/19/2004		M		3,000		02/25/2003	02/24/2010	Common Stock	3,000
Employee Stock Option	\$ 29.685	11/19/2004		M		368		05/23/2004	05/22/2011	Common Stock	368
Employee Stock Option	\$ 29.685	11/19/2004		M		1,409		05/23/2002	05/22/2011	Common Stock	1,409

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Employee Stock Option	\$ 29.685	11/19/2004	M	1,410	05/23/2003	05/22/2011	Common Stock	1,410
Employee Stock Option	\$ 29.685	11/19/2004	M	3,000	05/23/2004	05/22/2011	Common Stock	3,000
Employee Stock Option	\$ 29.685	11/19/2004	M	1,591	05/23/2002	05/23/2011	Common Stock	1,591
Employee Stock Option	\$ 29.685	11/19/2004	M	1,590	05/23/2003	05/23/2011	Common Stock	1,590
Employee Stock Option	\$ 29.685	11/19/2004	M	5,000	05/23/2002	05/23/2011	Common Stock	5,000
Employee Stock Option	\$ 29.685	11/19/2004	M	5,000	05/23/2003	05/23/2011	Common Stock	5,000
Employee Stock Option	\$ 29.685	11/19/2004	M	4,632	05/23/2004	05/23/2011	Common Stock	4,632

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHELTON GREGORY S 870 WINTER STREET WALTHAM, MA 02451			Vice President	

Signatures

John W. Kapples,
Attorney-in-fact
11/23/2004

__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).

The Reporting Person indirectly beneficially owns 5,054 shares of the Issuer's Common Stock based on funds in the Reporting Person's
(1) Savings and Investment Plan/Excess Savings Plan Account divided by \$38.84, the closing price of the Issuer's Common Stock on November 19, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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