

RAYTHEON CO/
Form 4
October 02, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEEBAUGH MICHAEL D

(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)
09/28/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	09/28/2007		M		7,322 (1) \$ 19.375	89,505	D
Common Stock	09/28/2007		M		3,368 (1) \$ 29.685	92,873	D
Common Stock	09/28/2007		M		2,249 (1) \$ 44.45	95,122	D
Common Stock	09/28/2007		M		3,180 (1) \$ 31.445	98,302	D
Common Stock	09/28/2007		S		8,800 (1) \$ 64.1414	89,502	D

Common Stock 1,278 ⁽²⁾ I 401(k)

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. 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)	Amount or Number of Shares
Employee Stock Option	\$ 19.375	09/28/2007		M	7,322	02/25/2003 ⁽³⁾ 02/24/2010	Common Stock	7,322
Employee Stock Option	\$ 29.685	09/28/2007		M	3,368	05/23/2004 05/22/2011	Common Stock	3,368
Employee Stock Option	\$ 44.45	09/28/2007		M	2,249	05/13/2005 05/12/2012	Common Stock	2,249
Employee Stock Option	\$ 31.445	09/28/2007		M	3,180	05/14/2006 05/13/2013	Common Stock	3,180

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEEBAUGH MICHAEL D 870 WINTER STREET WALTHAM, MA 02451			Vice President	

Signatures

Dana Ng,
Attorney-in-fact

10/02/2007

__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) The stock option exercises and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 28, 2007.

The Reporting Person indirectly beneficially owns 1,278 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 \$63.82, the closing price of the Issuer's Common Stock on September 28, 2007.
- (3) The option became exercisable in two annual installments beginning on February 25, 2002.

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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