

RAYTHEON CO/  
Form 4  
November 19, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PEDEN KEITH J**

(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)  
**11/17/2009**

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)  
**Senior 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 or Price		
Common Stock	11/17/2009		M		37,900 (1) \$ 19.375	A	161,224 D
Common Stock	11/17/2009		M		13,000 (1) \$ 31.815	A	174,224 D
Common Stock	11/17/2009		M		11,000 (1) \$ 26.955	A	185,224 D
Common Stock	11/17/2009		M		40,000 (1) \$ 29.685	A	225,224 D
Common Stock	11/17/2009		M		28,100 (1) \$ 32.315	A	253,324 D

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Common Stock	11/17/2009	M	<u>30,000</u> (1)	A	\$ 44.45	283,324	D	
Common Stock	11/17/2009	M	<u>35,400</u> (1)	A	\$ 29.48	318,724	D	
Common Stock	11/17/2009	M	<u>25,000</u> (1)	A	\$ 31.445	343,724	D	
Common Stock	11/17/2009	S	<u>220,400</u> (1)	D	\$ 50	123,324	D	
Common Stock						4,504 <u>(2)</u>	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 19.375	11/17/2009		M	3,022	02/25/2003	02/24/2010	Common Stock
Employee Stock Option	\$ 19.375	11/17/2009		M	13,678	02/25/2003 <sup>(3)</sup>	02/25/2010	Common Stock
Employee Stock Option	\$ 29.685	11/17/2009		M	3,368	05/23/2004	05/22/2011	Common Stock
Employee Stock Option	\$ 29.685	11/17/2009		M	36,632	05/23/2004 <sup>(4)</sup>	05/23/2011	Common Stock
Employee Stock Option	\$ 44.45	11/17/2009		M	2,249	05/13/2005	05/12/2012	Common Stock
Employee Stock Option	\$ 44.45	11/17/2009		M	27,751	05/13/2005 <sup>(5)</sup>	05/13/2012	Common Stock
Employee Stock Option	\$ 31.445	11/17/2009		M	3,180	05/14/2006	05/13/2013	Common Stock

Performance Stock Option	\$ 31.445	11/17/2009	M	21,820	05/14/2006 <sup>(6)</sup>	05/14/2013	Common Stock	2
Performance Stock Option	\$ 19.375	11/17/2009	M	21,200	02/22/2002 <sup>(7)</sup>	02/25/2010	Common Stock	2
Performance Stock Option	\$ 31.815	11/17/2009	M	13,000	10/27/2006 <sup>(8)</sup>	01/24/2011	Common Stock	1
Performance Stock Option	\$ 26.955	11/17/2009	M	11,000	05/28/2002 <sup>(9)</sup>	03/26/2011	Common Stock	1
Performance Stock Option	\$ 32.315	11/17/2009	M	28,100	01/03/2007 <sup>(10)</sup>	01/23/2012	Common Stock	2
Performance Stock Option	\$ 29.48	11/17/2009	M	35,400	09/19/2007 <sup>(11)</sup>	01/22/2013	Common Stock	3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEDEN KEITH J 870 WINTER STREET WALTHAM, MA 02451			Senior Vice President	

## Signatures

Dana Ng,  
Attorney-in-fact

11/19/2009

\*\*Signature of Reporting 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) The stock option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 26, 2009.
- (2) The Reporting Person indirectly beneficially owns 4,504 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 \$50.21, the closing price of the Issuer's Common Stock on November 17, 2009.
- (3) The options became exercisable in three annual installments beginning on February 25, 2001.
- (4) The options became exercisable in three annual installments beginning on May 23, 2002.
- (5) The options became exercisable in three annual installments beginning on May 13, 2003.
- (6) The options became exercisable in three annual installments beginning on May 14, 2004.
- (7) The options became exercisable in three equal installments. The first installment became exercisable on August 25, 2000, upon the Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$23.27 per share; the second installment became exercisable on October 30, 2000, upon the Issuer's Common Stock sustaining a market price of at least \$27.91 per share; and the third installment became exercisable on February 22, 2002, upon the Issuer's Common Stock sustaining a market price of at least \$33.49 per share.
- (8)

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The options became exercisable in three equal installments. The first installment became exercisable on February 28, 2002, upon the Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$36.59 per share; the second installment became exercisable on May 29, 2002 upon the Issuer's Common Stock sustaining a market price of at least \$42.08 per share; and the third installment became exercisable on October 27, 2006 upon the Issuer's Common Stock sustaining a market price of at least \$48.39 per share.

- (9) The options became exercisable in three equal installments. The first installment became exercisable on October 12, 2001, upon the Issuer's Common Stock sustaining (for a period of twenty (20) trading days) a market price of at least \$31.00 per share; the second installment became exercisable on February 26, 2002, upon the Issuer's Common Stock sustaining a market price of at least \$35.65 per share; and the third installment became exercisable on May 28, 2002, upon the Issuer's Common Stock sustaining a market price of at least \$41.00 per share.

- (10) The options became exercisable in three equal installments. The first installment became exercisable on May 16, 2002, upon the Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$39.10 per share; the second installment became exercisable on May 17, 2006, upon the Issuer's Common Stock sustaining a market price of at least \$44.965 per share; and the third installment became exercisable on January 3, 2007, upon the Issuer's Common Stock sustaining a market price of at least \$51.71 per share.

- (11) The options became exercisable in three equal installments. The first installment became exercisable on December 2, 2004, upon the Issuer's Common Stock sustaining (for a period of twenty (20) trading days) a market price of at least \$36.85 per share; the second installment became exercisable on September 13, 2006, upon the Issuer's Common Stock sustaining a market price of at least \$46.063 per share; and the third installment became exercisable on September 19, 2007, upon the Issuer's Common Stock sustaining a market price of at least \$57.578 per share.

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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