

SWANSON WILLIAM H
Form 4
December 22, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SWANSON WILLIAM H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
870 WINTER STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

WALTHAM, MA 02451

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/20/2010 | | M | | 93,166 (1) \$ 31.445 | A | 938,416 D |
| Common Stock | 12/20/2010 | | S | | 93,166 (1) \$ 45.02 (2) | D | 845,250 D |
| Common Stock | 12/21/2010 | | M | | 69,404 (1) \$ 31.445 | A | 914,654 D |
| Common Stock | 12/21/2010 | | S | | 69,404 (1) \$ 45.01 (3) | D | 845,250 D |
| Common Stock | 12/22/2010 | | M | | 12,430 (1) \$ 31.445 | A | 857,680 D |

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Common Stock 12/22/2010 S 12,430
(1) D \$ 45.01
(4) 845,250 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option | \$ 31.445 | 12/20/2010 | | M | 93,166 | 05/14/2006 ⁽⁵⁾ 05/14/2013 | Common Stock | 93,166 |
| Employee Stock Option | \$ 31.445 | 12/21/2010 | | M | 69,404 | 05/14/2006 ⁽⁵⁾ 05/14/2013 | Common Stock | 69,404 |
| Employee Stock Option | \$ 31.445 | 12/22/2010 | | M | 9,250 | 05/14/2006 ⁽⁵⁾ 05/14/2013 | Common Stock | 9,250 |
| Employee Stock Option | \$ 31.445 | 12/22/2010 | | M | 3,180 | 05/14/2006 ⁽⁵⁾ 05/13/2013 | Common Stock | 3,180 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SWANSON WILLIAM H 870 WINTER STREET WALTHAM, MA 02451 | X | | Chairman & CEO | |

Signatures

/s/ Dana Ng,
Attorney-in-fact

12/22/2010

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 19, 2010.
The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$45.00 to \$45.15 per share.
 - (2) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.
The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$45.00 to \$45.06 per share.
 - (3) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.
The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$45.00 to \$45.02 per share.
 - (4) Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.
 - (5) The options became exercisable in three annual installments beginning on May 14, 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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