

Hadley Stephen J
 Form 4
 February 12, 2018

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 *
 Hadley Stephen J

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)
 02/08/2018

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/08/2018		S		51 <u>(1)</u> D 198.6018 <u>(2)</u>	D	
Common Stock	02/08/2018		S		39 <u>(1)</u> D 200.6408 <u>(3)</u>	D	
Common Stock	02/08/2018		S		158 <u>(1)</u> D 201.7379 <u>(4)</u>	D	
Common Stock	02/08/2018		S		203 <u>(1)</u> D 202.9608 <u>(5)</u>	D	

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Common Stock	02/08/2018	S	111 ⁽¹⁾	D	\$ 203.8839	10,334	D	
					⁽⁶⁾			
Common Stock	02/08/2018	S	111 ⁽¹⁾	D	\$ 205.1986	10,223	D	
					⁽⁷⁾			
Common Stock	02/08/2018	S	86 ⁽¹⁾	D	\$ 205.9401	10,137	D	
					⁽⁸⁾			
Common Stock	02/08/2018	S	41 ⁽¹⁾	D	\$ 207.34	10,096	D	

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hadley Stephen J 870 WINTER STREET WALTHAM, MA 02451	X			

Signatures

Dana Ng,
Attorney-in-fact

02/12/2018

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 30, 2017.

The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$198.57 to \$198.75 per share. 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.

(2) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$200.33 to \$201.06 per share. 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.

(3) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$201.39 to \$202.03 per share. 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.

(4) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$202.45 to \$203.37 per share. 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 reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$203.54 to \$204.07 per share. 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.

(6) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$204.80 to \$205.59 per share. 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.

(7) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$205.88 to \$206.21 per share. 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.

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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