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EVEN BRYAN J Form 5 February 04, 2003

FORM 5

obligations may continue.

See Instruction 1(b).

Form 3 Holdings

Form 4 Transactions

Reported

Reported

Check this box if no longer subject to Section 16.
Form 4 or Form 5

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN B

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Raytheon Company - RTN Person(s) to Issuer (Check all applicable) Even, Bryan J. Director (Last) (First) (Middle) 3. I.R.S. Identification Number Statement for 10% Owner of Reporting Person, Month/Year X Officer (give title below) if an entity (voluntary) 12/2002 141 Spring Street Other (specify below) Vice President 5. If Amendment, 7. Individual or Joint/Group Filing (Street) Date of Original (Check Applicable Line) (Month/Year) X Form filed by One Reporting Lexington, MA 02421 Person Form filed by More than One Reporting Person Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (City) (Zip) Table I (State) 1. Title of 2. Trans-2A. Deemed 3. Trans-4. Securities Acquired Amount of 6. Owner-7. Nature of A) or Disposed of (D) action Code ship Form: Indirect Security action Execution Securities Date, Instr. 3, 4 & 5) Beneficially Direct (D) Beneficial (Instr. 3) Date (Instr. 8) Owned at End of Ownership (Month/ Day/ if any or Indirect (I) Amount (A) Price Year) Instr. 4) Instr. 4) (Month/Day/ ssuer's or Year) Fiscal year (D) Instr. 3 & 4) 5.234(1) Ι 401(k) Common Stock

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

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(*************************************													
1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number	10.	11. Nature		
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	of	Owner-	of Indirect		
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Derivative	ship	Beneficial		
	Price of	Date	Date,	Code	Derivati	(MeIonth/Day/	Securities	(Instr. 5)	Securities	Form	Ownership		
(Instr. 3)	Derivative		if any		Securition	¥ ear)	(Instr. 3 & 4)		Beneficially	of Deriv-	(Instr. 4)		
	Security	(Month/	(Month/	(Instr.	Acquire	d			Owned	ative			
		Day/	Day/	8)	(A) or				at End of	Security:			

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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	Year)	Year)	Disposed of (D) (Instr. 3, 4 & 5)							(Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
				(A)		Exer-cisable			Amount or Number of Shares			
Performance Stock Option										11,900	D	
Employee Stock Option										39,400	D	

Explanation of Responses:

(1) Based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$30.75, the closing price of the Issuer's Common Stock on December 31, 2002.

By: /s/ <u>Bryan J. Even</u> Bryan J. Even <u>01/23/03</u> Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).