Dugle Lynn A Form 4 May 04, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

January 31,
NERSHIP OF

Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and A Dugle Lynn	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			RAYTHEON CO/ [RTN]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
870 WINTER STREET			(Month/Day/Year) 05/02/2011	Director 10% Owner _X_ Officer (give title Other (specify below) below) Vice President				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec				
WALTHAM	I, MA 02451		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)			Table I - Non-Derivative Securities Ac	Acquired, Disposed of, or Beneficially Owne				

(City)	(State) (Table Table	e I - Non-D	erivative (Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securit			5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(111541. 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 5,	· una	<i>.</i> ,	Owned	Indirect (I)	Ownership
					(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Common Stock	05/02/2011		F	234	D	\$ 48.99	39,353	D	
Common Stock							61 (1)	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)

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						Excicisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Dugle Lynn A

870 WINTER STREET Vice President

WALTHAM, MA 02451

Signatures

Dana Ng,

05/04/2011 Attorney-in-fact **Signature of Reporting 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).
- The Reporting Person indirectly beneficially owns 61 shares of the Issuer's Common Stock based on funds in the Reporting Person's Savings and Investment Plan Account divided by \$48.99, the closing price of the Issuer's Common Stock on May 2, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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