RAYTHEON CO/ Form 4 February 16, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

Stock

Common

02/14/2012

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

WAJSGRA	S DAVID C	Symbol	HEON CO/ [RTN]	Issuer (Check all applicable) Director 10% OwnerX Officer (give title Other (specify below)			
(Last) 870 WINTE			f Earliest Transaction Day/Year) 012				
WALTHAM	(Street) A, MA 02451		endment, Date Original nth/Day/Year)				
(City)	(State)	(Zip) Tab	le I - Non-Derivative Securities Ac	quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price 29,356	5. Amount of Securities Ownership Indirect Beneficially Owned (D) or Ownership Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Stock	02/14/2012		A $\frac{29,330}{(1)}$ A \$0	203,470 D			

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

F

10,319 D

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193,151

D

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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(World Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) e s		Underlying Securities (Instr. 3 ar	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WAJSGRAS DAVID C 870 WINTER STREET WALTHAM, MA 02451

Senior Vice President & CFO

Signatures

Dana Ng,

02/16/2012 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).
- Shares of the Issuer's Common Stock issued to the Reporting Person pursuant to the settlement of such person's award under the Issuer's 2009-2011 Long-Term Performance Plan.

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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