## Edgar Filing: RAYTHEON CO/ - Form 4

RAYTHEON Form 4 May 09, 2006 <b>FORM</b> Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contru- <i>See</i> Instruc- 1(b).	$\begin{array}{c} 5 \\ \bullet \\ s \\ box \\ e^r \\ \bullet \\ 5. \\ Filed \\ s \\ nue. \\ \end{array}$	EMENT O pursuant to 17(a) of the	Was F CHAN Section 16	hington, GES IN F SECURI 6(a) of the ility Hold	D.C. 205 BENEFI ITIES Securiti ing Com	549 CIA ies Ez ipany	L OW xchang Act c	COMMISSION NERSHIP OF ge Act of 1934, f 1935 or Sectic 40	OMB Number: Expires: Estimated a burden hou response	irs per	
(Print or Type R	esponses)										
RHOADS REBECCA R Symb				2. Issuer Name <b>and</b> Ticker or Trading Symbol RAYTHEON CO/ [RTN]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				ck all applicable				
				(Month/Day/Year) 05/08/2006				Director 10% Owner X Officer (give title Other (specify below) below) Vice President and CIO			
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
								Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) c l of (D	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/08/2006			А	8,000	А	\$0	20,824	D		
Common Stock								2,643 (1)	Ι	401(k)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting officer tame / rear cos	Director	10% Owner	Officer	Other				
RHOADS REBECCA R 870 WINTER STREET WALTHAM, MA 02451			Vice President and CIO					
Signatures								
John W. Kapples, Attorney-in-fact	(	)5/09/2006						

\*\*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).

The Reporting Person indirectly beneficially owns 2,643 shares of the Issuer's Common Stock based on funds in the Reporting Person's

(1) Savings and Investment Plan/Excess Savings Plan Account divided by \$46.84, the closing price of the Issuer's Common Stock on May 8, 2006.

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.