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Washington, D.C. 20549 Nu Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES	OMB APPROVAL DMB 3235-0287 lumber: January 31, 2005 stimated average urden hours per esponse 0.5		
(Print or Type Responses)			
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Repuised Wood Michael J Symbol Issuer RAYTHEON CO/ [RTN] Charle all	-		
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all	l applicable)		
870 WINTER STREET (Month/Day/Year) Director 05/31/2011 Officer (give title below) VP, Control	ive title Other (specify below) Controller & CAO		
(Street) 4. If Amendment, Date Original 6. Individual or Joint/O Filed(Month/Day/Year) Applicable Line) _X_Form filed by One R	Reporting Person		
WALTHAM, MA 02451 Form filed by More t Person	than One Reporting		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or	Beneficially Owned		
Security (Instr. 3)(Month/Day/Year)Execution Date, if anyTransaction(A) or Disposed of (D) CodeSecuritiesFor Beneficially(Instr. 3)anyCode(Instr. 3, 4 and 5)Beneficially (D)(D) OwnedInd Following(Month/Day/Year)(Instr. 8)OwnedInd FollowingInd Following(A) or(A) (Instr. 3 and 4)Code(Instr. 3 and 4)	Ownership7. Nature ofrm: DirectIndirect) orBeneficialdirect (I)Ownershipistr. 4)(Instr. 4)		
$\begin{array}{c} \text{Code V Amount (D)} & \text{Price} \\ \text{Common} \\ \text{Stock} & 05/31/2011 \\ \end{array} \qquad \qquad$			
Common Stock 05/31/2011 F 444 D \$\$ 50.38 24,425 D			

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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						
	Director	10% Owner	Officer	Other			
Wood Michael J 870 WINTER STREET WALTHAM, MA 02451			VP, Controller & CAO				
Signatures							
Dana Ng, Attorney-in-fact	06/02/201	1					

**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).

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.