

RAYTHEON CO/  
Form 4  
September 19, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOGLIA RICHARD A**

(Last) (First) (Middle)  
  
870 WINTER STREET  
  
(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**RAYTHEON CO/ [RTN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**09/17/2007**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP-Treas.& Corp.Development

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/17/2007		M		2,424 (1) \$ 55.9063	A	36,091 D
Common Stock	09/17/2007		M		5,000 (1) \$ 55.6563	A	41,091 D
Common Stock	09/17/2007		M		7,751 (1) \$ 44.45	A	48,842 D
Common Stock	09/17/2007		S		15,175 (1) \$ 61.8889	D	33,667 D
Common Stock	09/17/2007		S		6,000 (1) \$ 61.7121	D	27,667 D

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Common Stock	09/19/2007	M	3,576 (1)	A	\$ 55.9063	31,243	D	
Common Stock	09/19/2007	S	3,576 (1)	D	\$ 62.55	27,667	D	
Common Stock						3,576 (2)	I	401(k)

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

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(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 55.9063	09/17/2007		M	2,424	06/24/2000 <sup>(3)</sup> 06/24/2008	Common Stock	2,424
Employee Stock Option	\$ 55.6563	09/17/2007		M	5,000	01/27/2001 <sup>(4)</sup> 01/27/2009	Common Stock	5,000
Employee Stock Option	\$ 44.45	09/17/2007		M	7,751	05/13/2005 <sup>(5)</sup> 05/13/2012	Common Stock	7,751
Employee Stock Option	\$ 55.9063	09/19/2007		M	3,576	06/24/2000 <sup>(3)</sup> 06/24/2008	Common Stock	3,576

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

GOGLIA RICHARD A  
870 WINTER STREET  
WALTHAM, MA 02451

VP-Treas.&  
Corp.Development

## Signatures

/s/ Dana Ng,  
Attorney-in-fact

09/19/2007

\_\_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).

(1) The stock option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 17, 2007.

(2) The Reporting Person indirectly beneficially owns 3,576 shares of the Issuer's Common Stock based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$61.50, the closing price of the Issuer's Common Stock on September 17, 2007.

(3) The options became exercisable in two annual installments beginning on June 24, 1999.

(4) The options became exercisable in two annual installments beginning on January 27, 2000.

(5) The options became exercisable in three annual installments beginning on May 13, 2003.

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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