

Pao Peter S  
 Form 3  
 January 09, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Pao Peter S		(Month/Day/Year)	RAYTHEON CO/ [RTN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
870 WINTER STREET			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
WALTHAM, MA 02451			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,800	D	^
Common Stock	336 <sup>(1)</sup>	I	401(k)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	05/02/1997	05/02/2006	Common Stock	942	\$ 52.1135	D	Â
Employee Stock Option	05/02/1998	05/02/2006	Common Stock	941	\$ 52.1135	D	Â
Employee Stock Option	05/02/1998	05/02/2007	Common Stock	2,059	\$ 46.0615	D	Â
Employee Stock Option	05/02/1999	05/02/2007	Common Stock	2,059	\$ 46.0615	D	Â
Employee Stock Option	06/24/1999	06/23/2008	Common Stock	1,788	\$ 55.9063	D	Â
Employee Stock Option	06/24/2000	06/23/2008	Common Stock	1,788	\$ 55.9063	D	Â
Employee Stock Option	06/24/1999	06/24/2008	Common Stock	262	\$ 55.9063	D	Â
Employee Stock Option	06/24/2000	06/24/2008	Common Stock	262	\$ 55.9063	D	Â
Employee Stock Option	06/23/2000	06/23/2009	Common Stock	2,500	\$ 68.4688	D	Â
Employee Stock Option	06/23/2001	06/23/2009	Common Stock	1,040	\$ 68.4688	D	Â
Employee Stock Option	06/23/2001	06/22/2009	Common Stock	1,460	\$ 68.4688	D	Â
Employee Stock Option	05/13/2003	05/13/2012	Common Stock	3,333	\$ 44.45	D	Â
Employee Stock Option	05/13/2004	05/13/2012	Common Stock	2,865	\$ 44.45	D	Â
Employee Stock Option	05/13/2005	05/13/2012	Common Stock	1,085	\$ 44.45	D	Â
Employee Stock Option	05/13/2004	05/12/2012	Common Stock	468	\$ 44.45	D	Â
Employee Stock Option	05/13/2005	05/12/2012	Common Stock	2,249	\$ 44.45	D	Â
Employee Stock Option	05/14/2005	05/13/2013	Common Stock	1	\$ 31.445	D	Â
Employee Stock Option	05/14/2006	05/13/2013	Common Stock	2,167	\$ 31.445	D	Â
Employee Stock Option	05/14/2004	05/14/2013	Common Stock	2,166	\$ 31.445	D	Â

Employee Stock Option 05/14/2005 05/14/2013 Common Stock 2,166 \$ 31.445 D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pao Peter S 870 WINTER STREET WALTHAM, MA 02451	Â	Â	Â Vice President	Â

## Signatures

Jane E. Freedman, 01/09/2006  
Attorney-in-fact

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 336 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 \$40.00, the closing price of the Issuer's Common Stock on January 3, 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.