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RAYTHEON Form 4 June 01, 2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OM Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Ex							OMB Number: Expires: Estimated a burden hou response	irs per			
(Print or Type R	Responses)										
1. Name and A PEDEN KEI	2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]				5	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Che				ck all applicable)				
870 WINTER STREET			(Month/Day/Year) 05/28/2009					Director 10% Owner Officer (give title Other (specify below) Senior Vice President			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
WALTHAM	I, MA 02451							Person	viore than One Ro	eporung	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ies Aco	uired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any		Code (Instr. 8)	on(A) or Dis (D) (Instr. 3, 4	sposed 4 and 5 (A) or	of 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)		
Common Stock	05/28/2009			Code V A	Amount 11,188 (1)	(D) A	Price \$ 0	123,324	D		
Common Stock								4,449 <u>(2)</u>	Ι	401(k)	

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	Secur	int 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						
	Director	10% Owner	Officer	Other			
PEDEN KEITH J 870 WINTER STREET WALTHAM, MA 02451			Senior Vice President				
Signatures							
Jav B. Stephens.	0						

Attorney-in-fact 06/01/2009

<u>**</u>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) Shares of restricted stock that vest in one-third increments on each of the second, third and fourth anniversaries of the date of grant.

The Reporting Person indirectly beneficially owns 4,449 shares of the Issuer's Common Stock based on funds in the Reporting Person's
(2) Savings and Investment Plan/Excess Savings Plan Account divided by \$44.69, the closing price of the Issuer's Common Stock on May 28, 2009.

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.