HARRIS JOHN D Form 4

May 31, 2011

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

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

OMB

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HARRIS JOHN D | | | 2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN] | | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|--|---------|--|--|------|--|---|---------|--|--|---|--|
| (Last) | (First) (I | Middle) | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | | | |
| 870 WINTE | (Month/Day/Year) 05/26/2011 | | | | | | Director 10% Owner X Officer (give title Other (specify below) Vice President | | | | | |
| WAI THAN | 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 | | | | | |
| WALITAN | I, MA 02451 | | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Table | e I - Nor | ı-De | erivative S | ecurit | ies Acq | quired, Disposed o | of, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | any | | med on Date, if Day/Year) | 3. Transactio Code (Instr. 8) | | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | | | 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) | |
| Common Stock | 05/26/2011 | | | A | • | 14,051 (1) | A | \$ 0 | 69,427 | D | | |
| Common Stock | | | | | | | | | 6,502 <u>(2)</u> | I | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------------|-----------------|-----------------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | er Expiration Date | | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | | Expiration Date | or Title Num | | | |
| | | | | | | | | | | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HARRIS JOHN D 870 WINTER STREET WALTHAM, MA 02451

Vice President

Signatures

Dana Ng,

05/31/2011 Attorney-in-fact **Signature of Reporting 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 6,502 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 \$49.82, the closing price of the Issuer's Common Stock on May 26, 2011.

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.

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