

CULLIGAN THOMAS M
Form 4
March 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 *
CULLIGAN THOMAS M

(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)
03/15/2007

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)
Senior Vice President

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 | (A) or (D) | Price |
| Common Stock | 03/15/2007 | | M | | 50,000 | A | \$ 29.685 115,334 |
| Common Stock | 03/15/2007 | | M | | 45,000 | A | \$ 44.45 160,334 |
| Common Stock | 03/15/2007 | | M | | 30,000 | A | \$ 31.445 190,334 |
| Common Stock | 03/15/2007 | | M | | 6,500 | A | \$ 29.685 196,834 |
| Common Stock | 03/15/2007 | | M | | 11,333 | A | \$ 32.315 208,167 |

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| | | | | | | | | |
|--------------|------------|---|---------|---|------------|----------------------|---|--------|
| Common Stock | 03/15/2007 | M | 12,966 | A | \$ 29.48 | 221,133 | D | |
| Common Stock | 03/15/2007 | S | 155,799 | D | \$ 52.1677 | 65,334 | D | |
| Common Stock | | | | | | 2,983 ⁽¹⁾ | 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 Security (Instr. 3 and 4) | Amount or Number of Underlying Securities | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option | \$ 29.685 | 03/15/2007 | | M | 10,104 | 05/23/2004 ⁽²⁾ | 05/22/2011 | Common Stock | 10 |
| Employee Stock Option | \$ 29.685 | 03/15/2007 | | M | 39,896 | 05/23/2004 ⁽²⁾ | 05/23/2011 | Common Stock | 39 |
| Employee Stock Option | \$ 44.45 | 03/15/2007 | | M | 42,751 | 05/13/2005 ⁽³⁾ | 05/13/2012 | Common Stock | 42 |
| Employee Stock Option | \$ 44.45 | 03/15/2007 | | M | 2,249 | 05/13/2005 | 05/12/2012 | Common Stock | 2 |
| Employee Stock Option | \$ 31.445 | 03/15/2007 | | M | 26,820 | 05/14/2006 ⁽⁴⁾ | 05/14/2013 | Common Stock | 26 |
| Employee Stock Option | \$ 31.445 | 03/15/2007 | | M | 3,180 | 05/14/2006 | 05/13/2013 | Common Stock | 3 |
| Performance Stock Option | \$ 29.685 | 03/15/2007 | | M | 6,500 | 02/22/2002 ⁽⁵⁾ | 05/23/2011 | Common Stock | 6 |
| Performance Stock Option | \$ 32.315 | 03/15/2007 | | M | 11,333 | 05/16/2002 ⁽⁶⁾ | 01/23/2012 | Common Stock | 11 |
| Performance Stock Option | \$ 29.48 | 03/15/2007 | | M | 12,966 | 12/02/2004 ⁽⁷⁾ | 01/22/2013 | Common Stock | 12 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CULLIGAN THOMAS M 870 WINTER STREET WALTHAM, MA 02451 | | | Senior Vice President | |

Signatures

Jay B. Stephens,
Attorney-in-fact

03/19/2007

__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).

The Reporting Person indirectly beneficially owns 2,983 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 \$52.64, the closing price of the Issuer's Common Stock on March 15, 2007.
- (2) The options became exercisable in three annual installments beginning on May 23, 2002.
- (3) The options became exercisable in three annual installments beginning on May 13, 2003.
- (4) The options became exercisable in three annual installments beginning on May 14, 2004.

The options become exercisable in three equal installments. The first installment became exercisable on February 22, 2002, upon the

- (5) Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$34.14 per share; the second installment became exercisable on May 16, 2002, upon the Issuer's Common Stock sustaining a market price of at least \$39.26 per share; and the third installment became exercisable on September 11, 2006, upon the Issuer's Common Stock sustaining a market price of at least \$45.15 per share.

The options become exercisable in three equal installments. The first installment became exercisable on May 16, 2002, upon the Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$39.10 per share; the second

- (6) installment became exercisable on May 17, 2006, upon the Issuer's Common Stock sustaining a market price of at least \$44.965 per share; and the third installment became exercisable on January 3, 2007, upon the Issuer's Common Stock sustaining a market price of at least \$51.71 per share.

The options become exercisable in three equal installments. The first installment became exercisable on December 2, 2004, upon the

- (7) Issuer's Common Stock sustaining (for a period of twenty (20) trading days) a market price of at least \$36.85 per share; the second installment became exercisable on September 13, 2006, upon the Issuer's Common Stock sustaining a market price of at least \$46.063 per share; and the third installment becomes exercisable upon the date that the Issuer's Common Stock sustains a market price of at least \$57.578 per share. Notwithstanding the foregoing vesting schedule, all shares under option shall become exercisable upon the sixth anniversary of the grant date.

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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