

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): September 22, 2005

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**RAYTHEON COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**1-13699**  
(Commission File Number)

**95-1778500**  
(IRS Employer Identification Number)

**870 Winter Street**  
**Waltham, Massachusetts**  
(Address of principal executive offices)

**02451**  
(Zip Code)

**Registrant's telephone number, including area code: (781) 522-3000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT***Board of Directors Compensation*

Effective September 22, 2005, the Board of Directors of Raytheon Company (the "Company"), upon the recommendation of the Management Development and Compensation Committee of the Board, approved an increase in the annual retainer for non-employee directors from \$100,000 to \$140,000 per year. The retainer consists of (i) cash in the amount of \$60,000 (increased from \$40,000) and (ii) a grant of restricted stock with a value of \$80,000 (increased from \$60,000). A Summary of Non-Employee Director Compensation is attached hereto as Exhibit 10.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

Exhibit 10.1 Summary of Non-Employee Director Compensation

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 26, 2005

RAYTHEON COMPANY

By: /s/ John W. Kapples

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John W. Kapples  
Vice President and Secretary

**Summary of Non-Employee Director Compensation**

Each non-employee director receives an annual retainer of \$140,000, consisting of a cash and a restricted stock component, plus certain other fees as described below:

- Each non-employee director receives an annual cash retainer of \$60,000.
- The chair of each Board committee (other than the Audit Committee) receives an additional annual cash retainer of \$5,000. The chair of the Audit Committee receives an additional annual cash retainer of \$10,000.
- Non-employee directors also receive a fee of \$1,500 for attendance at each meeting of the Board and each committee meeting, other than telephonic meetings, for which the fee is \$500. Pursuant to the Company's Deferred Compensation Plan, directors may defer receipt of their annual retainer and/or meeting fees until retirement from the Board.
- Non-employee directors also receive an annual grant of \$80,000 of Raytheon common stock. Grants are made under the 1997 Nonemployee Directors Restricted Stock Plan. All grants consist of restricted stock and are held in the custody of the Company until restrictions lapse, generally on the date of the annual meeting one year after the award. The directors receive dividends on these shares and are entitled to vote these shares.
- The Company reimburses directors for actual expenses incurred in the performance of their service as directors, including attendance at director education programs sponsored by educational and other institutions. The Company also reimburses directors for the costs of their spouses to travel with them to Company-sponsored business events. The Company also maintains a general insurance policy which provides non-employee directors with up to \$100,000 per incident in travel accident insurance when on Company business.

The lead director receives an additional annual retainer of \$60,000, payable as follows: \$24,000 in cash and an annual grant of \$36,000 of restricted shares of Raytheon common stock.

September 22, 2005