FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* GOGLIA RICHARD A					2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]								(0		onship of Reporting all applicable) Director Officer (give title			Owner	
`	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/29/2012									X	Officer (give title Other (specify below) Vice President, Treasurer				
				4. If Amendment, Date of Original Filed (Month/Day/Year								r)			vidual or Joint/Group Filing (Check Applicable 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)			Date	Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)				Disposed	sposed Of (D) (Instr. 3, 4			and Secur Benef Owne		ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership	
								Code	v	Amount	() (I	A) or D)	Price		Transa	action(s)		(Instr. 4)	
Common Stock				29/2012				F		542		D	\$50.18		28,810		D		
Common Stock 05/				/2012				F		639		D	\$50.18		28,171		D		
Common Stock 05/29)/2012	2012			F		488		D	\$50.18		27,683		D		
Common Stock															2	,968 ⁽¹⁾	I	401(k)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any					Transaction of Code (Instr. Derivative		ative rities ired osed . 3, 4	Expiratio (Month/D	Amoun		ount	Deriv Secu	erivative ecurity nstr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
	TER STRE AM M. (St. Stock Stock Stock Stock Conversion or Exercise Price of Derivative	TER STREET AM MA (State) (Table (Stock) (Instr. 3) Stock (Stock) (Stock) (Stock) (Stock) (Stock) (Table (Month/Day/Year) (Month/Day/Year)	TER STREET (State) (Zip) Table I - Note Conversion or Exercise Price of Derivative (Month/Day/Year) TER STREET (2.	TER STREET (State) (Zip) Table I - Non-Deriv Gecurity (Instr. 3) 2. Trans Date (Month/I) Stock Stock 05/29 Stock Table II - Derivat (e.g., pt Conversion or Exercise Price of Date (Month/Day/Year) 2. (Month/Day/Year)	TER STREET	TER STREET AM MA 02451 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 05/29/2012 Stock Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year) 2. Transaction Date (month/Day/Year) Stock Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year) 2. 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Explanation of Responses:

1. The Reporting Person indirectly beneficially owns 2,968 shares of the Issuer's Common Stock based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$50.18, the closing price of the Issuer's Common Stock on May 29, 2012.

Remarks:

Dana Ng, Attorney-in-fact

05/31/2012

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.