

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-K/A
(Amendment No. 1)**

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): May 26, 2011

**RAYTHEON COMPANY
(Exact name of registrant as specified in its charter)**

**Delaware
(State of Incorporation)**

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

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

**870 Winter Street, Waltham, Massachusetts 02451
(Address of Principal Executive Offices) (Zip Code)**

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

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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EXPLANATORY NOTE

This current report on Form 8-K/A (this “Amendment”) amends a current report on Form 8-K, filed June 1, 2011 (the “Original Filing”), in which Raytheon Company (the “Company”) reported voting results for its Annual Meeting of Stockholders held on May 26, 2011 (the “2011 Annual Meeting”), including the voting results for both the Company’s non-binding stockholder advisory vote on the compensation of its named executive officers (the “Say-on-Pay Vote”) and the Company’s non-binding stockholder advisory vote regarding the frequency of future Say-on-Pay Votes (the “Frequency Vote”). Except for the foregoing, this Amendment does not modify or update any other disclosure contained in the Original Filing.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As previously reported in the Original Filing, more than a majority of shares voting at the 2011 Annual Meeting voted, on a non-binding advisory basis, in favor of an annual frequency for future Say-on-Pay Votes in accord with the recommendation of the Company’s Board of Directors (the “Board”).

On July 27, 2011, the Board determined that the Company will hold future Say-on-Pay Votes on an annual basis until the next Frequency Vote is conducted which shall occur no later than the Company’s annual meeting in 2017.

SIGNATURES

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.

RAYTHEON COMPANY

Date: July 28, 2011

Jay B. Stephens
Senior Vice President, General Counsel and
Secretary

By: /s/ Jay B. Stephens_____