

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person* Pliner, Edward S. (Last) (First) (Middle) 141 Spring Street (Street) Lexington, MA 02421 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Raytheon Company - RTN			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. Vice President & Chief Financial Officer		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 12/18/02			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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	02/21/02		A	V	3,000	A		13,000	D	
Common Stock								1,295	I	401 (k)

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).

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FORM 4 (continued)

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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Stock Option	32.3150	01/23/02		A	V	23,800		Varies (1)	01/23/12	Common Stock	23,800		41,800	D	
Employee Stock Option	44.4500	05/13/02		A	V	6,666		05/13/03	05/13/12	Common Stock	6,666			D	
Employee Stock Option	44.4500	05/13/02		A	V	6,667		05/13/04	05/13/12	Common Stock	6,667			D	
Employee Stock Option	44.4500	05/13/02		A	V	4,418		05/13/05	05/13/12	Common Stock	4,418			D	
Employee Stock Option	44.4500	05/13/02		A	V	2,249		05/13/05	05/12/12	Common Stock	2,249			D	
Employee Stock Option	29.2000	12/18/02		A		16,666		12/18/03	12/18/12	Common Stock	16,666			D	
Employee Stock Option	29.2000	12/18/02		A		16,667		12/18/04	12/18/12	Common Stock	16,667			D	
Employee Stock Option	29.2000	12/18/02		A		16,667		12/18/05	12/18/12	Common Stock	16,667		109,700	D	

Explanation of Responses:

(1) 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 installment becomes exercisable upon the date that the Issuer's Common Stock sustains a market price of at least \$44.965 per share; and the third installment becomes exercisable upon the date that the Issuer's Common Stock sustains a market price of at least \$51.71 per share. Notwithstanding the foregoing vesting schedule, all options shall become exercisable on the sixth anniversary of the grant date.

By: /s/ **Edward S. Pliner**

Edward S. Pliner

**Signature of Reporting Person

12/20/02

Date

**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.

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