

ANNUAL 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
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| 1. Name and Address of Reporting Person* Shelton, Gregory 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) Vice President | | | |
|---|--------------------------------------|--|--|--|--|---|--|--|---|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Year 12/2002 | | | 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 | | | |
| | | | 5. If Amendment, Date of Original (Month/Year) | | | | | | |
| 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) Amount (A) or (D) Price | | | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | | | | | | | 3,503⁽¹⁾ | 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 5 (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) | | 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 at End of Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|----------------------------|--|---|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Phantom Stock | | | | | | | | | | | | 557⁽²⁾ | D | |
| Performance Stock Option | | | | | | | | | | | | 20,801 | D | |
| Employee Stock Option | 44.45 | 05/13/02 | | A | 4,000 | | 05/13/03 | 05/13/12 | Common Stock | 4,000 | | | D | |
| Employee Stock Option | 44.45 | 05/13/02 | | A | 4,000 | | 05/13/04 | 05/13/12 | Common Stock | 4,000 | | | D | |
| Employee Stock Option | 44.45 | 05/13/02 | | A | 1,751 | | 05/13/05 | 05/13/12 | Common Stock | 1,751 | | | D | |
| Employee Stock Option | 44.45 | 05/13/02 | | A | 2,249 | | 05/13/05 | 05/12/12 | Common Stock | 2,249 | | 58,648 | D | |

Explanation of Responses:

(1) Based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$30.75, the closing price of the Issuer's Common Stock on December 31, 2002.

(2) During 2002, the Reporting Person deferred receipt of his annual bonus pursuant to the Issuer's Deferred Compensation Plan. The Phantom Stock units trade at approximately a 2:1 ratio to the price of the Issuer's Common Stock.

By: /s/ **Gregory S. Shelton**
Gregory S. Shelton
**Signature of Reporting Person

01/20/03
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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