

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* PEDEN KEITH J			2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2009			6. 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		
870 WINTER STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	WALTHAM MA 02451	(Zip)						
(City)	(State)	(Zip)						

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 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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	11/17/2009		M		37,900 ⁽¹⁾	A	\$19.375	161,224	D	
Common Stock	11/17/2009		M		13,000 ⁽¹⁾	A	\$31.815	174,224	D	
Common Stock	11/17/2009		M		11,000 ⁽¹⁾	A	\$26.955	185,224	D	
Common Stock	11/17/2009		M		40,000 ⁽¹⁾	A	\$29.685	225,224	D	
Common Stock	11/17/2009		M		28,100 ⁽¹⁾	A	\$32.315	253,324	D	
Common Stock	11/17/2009		M		30,000 ⁽¹⁾	A	\$44.45	283,324	D	
Common Stock	11/17/2009		M		35,400 ⁽¹⁾	A	\$29.48	318,724	D	
Common Stock	11/17/2009		M		25,000 ⁽¹⁾	A	\$31.445	343,724	D	
Common Stock	11/17/2009		S		220,400 ⁽¹⁾	D	\$50	123,324	D	
Common Stock								4,504 ⁽²⁾	I	401(k)

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 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$19.375	11/17/2009		M			3,022	02/25/2003	02/24/2010	Common Stock	3,022	\$0	0	D	
Employee Stock Option	\$19.375	11/17/2009		M			13,678	02/25/2003 ⁽³⁾	02/25/2010	Common Stock	13,678	\$0	0	D	
Employee Stock Option	\$29.685	11/17/2009		M			3,368	05/23/2004	05/22/2011	Common Stock	3,368	\$0	0	D	
Employee Stock Option	\$29.685	11/17/2009		M			36,632	05/23/2004 ⁽⁴⁾	05/23/2011	Common Stock	36,632	\$0	0	D	
Employee Stock Option	\$44.45	11/17/2009		M			2,249	05/13/2005	05/12/2012	Common Stock	2,249	\$0	0	D	
Employee Stock Option	\$44.45	11/17/2009		M			27,751	05/13/2005 ⁽⁵⁾	05/13/2012	Common Stock	27,751	\$0	0	D	
Employee Stock Option	\$31.445	11/17/2009		M			3,180	05/14/2006	05/13/2013	Common Stock	3,180	\$0	0	D	
Performance Stock Option	\$31.445	11/17/2009		M			21,820	05/14/2006 ⁽⁶⁾	05/14/2013	Common Stock	21,820	\$0	0	D	

**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 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: 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	\$19.375	11/17/2009		M			21,200	02/22/2002 ⁽⁷⁾	02/25/2010	Common Stock	21,200	\$0	0	D	
Performance Stock Option	\$31.815	11/17/2009		M			13,000	10/27/2006 ⁽⁸⁾	01/24/2011	Common Stock	13,000	\$0	0	D	
Performance Stock Option	\$26.955	11/17/2009		M			11,000	05/28/2002 ⁽⁹⁾	03/26/2011	Common Stock	11,000	\$0	0	D	
Performance Stock Option	\$32.315	11/17/2009		M			28,100	01/03/2007 ⁽¹⁰⁾	01/23/2012	Common Stock	28,100	\$0	0	D	
Performance Stock Option	\$29.48	11/17/2009		M			35,400	09/19/2007 ⁽¹¹⁾	01/22/2013	Common Stock	35,400	\$0	0	D	

Explanation of Responses:

- The stock option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 26, 2009.
- The Reporting Person indirectly beneficially owns 4,504 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 \$50.21, the closing price of the Issuer's Common Stock on November 17, 2009.
- The options became exercisable in three annual installments beginning on February 25, 2001.
- The options became exercisable in three annual installments beginning on May 23, 2002.
- The options became exercisable in three annual installments beginning on May 13, 2003.
- The options became exercisable in three annual installments beginning on May 14, 2004.
- The options became exercisable in three equal installments. The first installment became exercisable on August 25, 2000, upon the Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$23.27 per share; the second installment became exercisable on October 30, 2000, upon the Issuer's Common Stock sustaining a market price of at least \$27.91 per share; and the third installment became exercisable on February 22, 2002, upon the Issuer's Common Stock sustaining a market price of at least \$33.49 per share.
- The options became exercisable in three equal installments. The first installment became exercisable on February 28, 2002, upon the Issuer's Common Stock sustaining (for a period of twenty (20) consecutive trading days) a market price of at least \$36.59 per share; the second installment became exercisable on May 29, 2002 upon the Issuer's Common Stock sustaining a market price of at least \$42.08 per share; and the third installment became exercisable on October 27, 2006 upon the Issuer's Common Stock sustaining a market price of at least \$48.39 per share.
- The options became exercisable in three equal installments. The first installment became exercisable on October 12, 2001, upon the Issuer's Common Stock sustaining (for a period of twenty (20) trading days) a market price of at least \$31.00 per share; the second installment became exercisable on February 26, 2002, upon the Issuer's Common Stock sustaining a market price of at least \$35.65 per share; and the third installment became exercisable on May 28, 2002, upon the Issuer's Common Stock sustaining a market price of at least \$41.00 per share.
- The options became 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 became exercisable on May 17, 2006, upon the Issuer's Common Stock sustaining a market price of at least \$44.965 per share; and the third installment became exercisable on January 3, 2007, upon the Issuer's Common Stock sustaining a market price of at least \$51.71 per share.
- The options became exercisable in three equal installments. The first installment became exercisable on December 2, 2004, upon the Issuer's Common Stock sustaining (for a period of twenty (20) trading days) a market price of at least \$36.85 per share; the second installment became exercisable on September 13, 2006, upon the Issuer's Common Stock sustaining a market price of at least \$46.063 per share; and the third installment became exercisable on September 19, 2007, upon the Issuer's Common Stock sustaining a market price of at least \$57.578 per share.

Remarks:

Dana Ng, Attorney-in-fact 11/19/2009

** 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.

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