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

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**FORM 8-K**

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

**Date of Report (date of earliest event reported): January 25, 2012**

**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)**

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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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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

(d) *Election of Director*

On January 25, 2012, the Board of Directors of Raytheon Company elected James E. Cartwright as an independent director effective immediately with a term expiring at the annual meeting of stockholders in 2012. At the time of his election, the Board did not appoint Mr. Cartwright to any of its standing committees. A copy of the Company's press release issued on January 27, 2012 regarding Mr. Cartwright's election is filed as Exhibit 99.1 to this Form 8-K and is hereby incorporated herein by reference.

The election of Mr. Cartwright was not pursuant to any arrangement or understanding between Mr. Cartwright and any third party. As of the date of this report, neither Mr. Cartwright nor any of his immediate family members is a party, either directly or indirectly, to any transaction that would be required to be reported pursuant to Item 404(a) of Regulation S-K.

Mr. Cartwright will be compensated consistent with the compensation programs for non-employee directors. Upon his election to the Board, he was awarded \$60,000 of restricted stock pursuant to the 2010 Stock Plan which stock is due to vest on the date of the 2012 annual meeting of stockholders.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

99.1 Press Release issued by Raytheon Company dated January 27, 2012.

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**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: January 27, 2012

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

By: /s/ Jay B. Stephens\_\_\_\_\_

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## EXHIBIT INDEX

**Exhibit No.**

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**Description**

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99.1

Press release issued by Raytheon Company dated January 27, 2012.



**Raytheon Company**  
Global Headquarters  
Waltham, Mass.

**Media Contact**  
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## For Immediate Release

### **James E. Cartwright elected to Raytheon Board of Directors**

WALTHAM, Mass., (Jan. 27, 2012) – The Board of Directors of Raytheon Company (NYSE: RTN) has elected Gen. James E. Cartwright (USMC, ret.) as a director. With the election of Cartwright, the Raytheon board is comprised of 10 directors.

Cartwright, 62, joins the Board following more than 40 years of distinguished military service, culminating in his service from 2007 to 2011 as the eighth vice chairman of the Joint Chiefs of Staff, the nation’s second-highest military officer. He retired from the United States Marine Corps in August 2011 and currently is the Harold Brown Chair in Defense Policy Studies at the Center for Strategic and International Studies.

“General Cartwright’s deep understanding of defense and broad experience in military operations and matters of national security will be of great value to our Board,” said Raytheon Chairman and CEO William H. Swanson.

Prior to serving as Vice Chair of the Joint Chiefs, Cartwright was commander, U.S. Strategic Command, from 2004 to 2007. He served as director for Force Structure, Resources and Assessment, J-8, Joint Staff (2002-2004); as Commanding General, 1<sup>st</sup> Marine Aircraft Wing (2000-2002); and in a number of other positions including operational assignments as a naval flight officer and naval aviator who flew the F-4 Phantom, OA-4 Skyhawk and F/A-18 Hornet.

Cartwright attended the University of Iowa and was commissioned a second lieutenant in the U.S. Marines in 1971. He graduated with distinction from the Air Command and Staff College, received an M.A. in national security and strategic studies from the Naval War College, completed a fellowship with the Massachusetts Institute of Technology, and was honored with a Naval War College Distinguished Leadership Award.

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## About Raytheon

Raytheon Company, with 2011 sales of \$25 billion, is a technology and innovation leader specializing in defense, homeland security and other government markets throughout the world. With a history of innovation spanning 90 years, Raytheon provides state-of-the-art electronics, mission systems integration and other capabilities in the areas of sensing; effects; and command, control, communications and intelligence systems, as well as a broad range of mission support services. With headquarters in Waltham, Mass., Raytheon employs 71,000 people worldwide. For more about Raytheon, visit us at [www.raytheon.com](http://www.raytheon.com) and follow us on Twitter at [@raytheon](https://twitter.com/raytheon).

