

HARRIS JOHN D
 Form 4
 May 02, 2012

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS JOHN D

2. Issuer Name and Ticker or Trading Symbol
RAYTHEON CO/ [RTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
870 WINTER STREET

 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

WALTHAM, MA 02451

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/30/2012		M		9,728 A \$ 44.45	77,253	D
Common Stock	04/30/2012		S		9,728 D \$ 54.1642 (1)	67,525	D
Common Stock	04/30/2012		M		2,272 A \$ 44.45	69,797	D
Common Stock	04/30/2012		S		2,272 D \$ 54.1551 (2)	67,525	D
	04/30/2012		M		3,180 A \$ 31.445	70,705	D

Common
Stock

Common Stock	04/30/2012	S	3,180	D	\$ 54.1863 (3)	67,525	D	
Common Stock						6,787 (4)	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option	\$ 44.45	04/30/2012		M	9,728	05/13/2005(5) 05/13/2012	Common Stock	9,728
Employee Stock Option	\$ 44.45	04/30/2012		M	2,272	05/13/2005(6) 05/12/2012	Common Stock	2,272
Employee Stock Option	\$ 31.445	04/30/2012		M	3,180	05/14/2006 05/13/2013	Common Stock	3,180

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS JOHN D 870 WINTER STREET WALTHAM, MA 02451			Vice President	

Signatures

Kathryn G. Simpson,
Attorney-in-fact

05/02/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$54.0875 to \$54.25 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(2) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$54.06 to \$54.23 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(3) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$54.1431 to \$54.24 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(4) The Reporting Person indirectly beneficially owns 6,787 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 \$54.14, the closing price of the Issuer's Common Stock on April 30, 2012.

(5) The options became exercisable in three annual installments beginning on May 13, 2003.

(6) The options became exercisable in two annual installments beginning on May 13, 2004.

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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