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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

- (a) Financial Statements: None.
- (b) Pro Forma Financial Information: None.
- (c) Exhibits.

Exhibit No. Item

- 1.1 Form of Underwriting Agreement.
- 1.2 Terms Agreement, dated as of October 25, 2001, among Raytheon Company and Credit Suisse First Boston Corporation and Morgan Stanley & Co. Incorporated as representatives of the several Underwriters (as defined therein) for the purchase of the Common Stock.

SIGNATURE

Pursuant to the requirements of Section 12 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.

Dated: October 31, 2001

RAYTHEON COMPANY

By: /s/ John W. Kapples
Name: John W. Kapples
Title: Vice President and Secretary

EXHIBIT INDEX

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