RAYTHEON CO/ Form 4 June 03, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

Name and Address of Re Crowley Deniel I	eporting Person *	2. Issuer Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
Crowley Daniel J		Symbol RAYTHEON CO/ [RTN]	(Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction	` 			
		(Month/Day/Year)	Director 10% Owner			
870 WINTER STREET		05/30/2013	X Officer (give title Other (specify below)			
			Vice President			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line)			
WALTHAM, MA 024	51		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	Table I. New Design Co. C. and Co. A.				

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurities	s Acqu	iired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		f ;	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
		(Month Day/ Tear)	Code V	Amount	(A) or]] ,	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	05/30/2013		A	17,823 (1)	A \$	0 3	80,704	D	
Common							2 701 (2)	т	Benefit

Common $3,701 \frac{(2)}{}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Plan

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	ercisable Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Crowley Daniel J 870 WINTER STREET WALTHAM, MA 02451

Vice President

Signatures

Jay B. Stephens, Attorney-in-fact

06/03/2013

Date

**Signature of Reporting Person

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) Shares of restricted stock that vest in one-third increments on each of the second, third and fourth anniversaries of the date of grant.
- The Reporting Person indirectly beneficially owns 3,701 shares of the Issuer's Common Stock based on funds in the Reporting Person's employee benefit plan accounts divided by \$67.33, the closing price of the Issuer's Common Stock on May 30, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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