Form

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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL		
								OMB Number:	3235-0287		
Check the if no long subject to	ser STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERS							January 31, 2005 average		
Form 4 o Form 5 obligation may cont	Section 16.SECURITIESburden hours per responseForm 4 orresponse0										
1(b).											
(Print or Type F	Responses)										
Lawrence Taylor W Syn			2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		(Ch						ck all applicable)		
			(Month/Day/Year) 05/28/2009				Director 10% Owner XOfficer (give title Other (specify below) Vice President				
				Amendment, Date Original (Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
WALTHAM	I, MA 02451						Form filed by M Person				
(City)	(State) (Zip) 7	able I - Non-E	Derivative S	Securit	ties Aco	quired, Disposed of	, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution (Instr. 3) any			med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of Code (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	(A)or(D) Price		Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	05/28/2009		А	15,663 (1)	А	\$0	52,598	D			
Reminder: Rep	ort on a separate line	for each class of	ecurities benef	icially own	ed dire	ctly or	indirectly.				
				•		•	ond to the collect	tion of S	EC 1474		

Persons who respond to the collection of SE information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting O when Funder Fruderess	Director	10% Owner	Officer	Other				
Lawrence Taylor W 870 WINTER STREET WALTHAM, MA 02451			Vice President					
Signatures								
Jay B. Stephens, Attorney-in-fact	0							
<u>**</u> 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) Shares of restricted stock that vest in one-third increments on each of the second, third and fourth anniversaries of the date of grant.

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.