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Yuse Richard Form 4	1 R											
February 24,	2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287			
Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP SECURITIES					Expires: January 3 200 Estimated average burden hours per response 0			
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)											
1. Name and Address of Reporting Person [*] Yuse Richard R			2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN]				ng	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check					c all applicable)				
((Month/Day/Year) 02/20/2009					Director 10% Owner X_ Officer (give title Other (specify below) below) Vice President				
				endment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
WALIHAM	I, MA 02431							Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	n Date, if	1				Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	02/20/2009			F	449	D	\$ 45.56	23,119	D			
Common Stock								2,994 <u>(1)</u>	I	401(k)		

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

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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 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	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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 where i where i ware out	Director	10% Owner	Officer	Other				
Yuse Richard R 870 WINTER STREET WALTHAM, MA 02451			Vice President					
Signatures								
Dana Ng, Attorney-in-fact	02/24/200)9						

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).

The Reporting Person indirectly beneficially owns 2,994 shares of the Issuer's Common Stock based on funds in the Reporting Person's
 (1) Savings and Investment Plan/Excess Savings Plan Account divided by \$45.56, the closing price of the Issuer's Common Stock on February 20, 2009.

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.