

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SHELTON GREGORY S</u>  (Last) (First) (Middle) <u>870 WINTER STREET</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RAYTHEON CO/ [ RTN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  <u>Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/15/2005		M		8,000	A	\$31.45	21,000	D	
Common Stock	12/15/2005		M		7,100	A	\$29.48	28,100	D	
Common Stock	12/15/2005		S		15,100 <sup>(1)</sup>	D	\$40	13,000	D	
Common Stock								5,754 <sup>(2)</sup>	I	401(k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$31.45	12/15/2005		M		4,000		05/14/2004	05/14/2013	Common Stock	4,000	\$0	39,648	D	
Employee Stock Option	\$31.45	12/15/2005		M		4,000		05/14/2005	05/14/2013	Common Stock	4,000	\$0	35,648	D	
Employee Stock Option	\$29.48	12/15/2005		M		7,100		12/02/2004	01/22/2013	Common Stock	7,100	\$0	28,548	D	

**Explanation of Responses:**

- The option exercises and stock sale reported in this Form 4 were effected pursuant to a trading plan adopted by the Reporting Person on May 24, 2005.
- The Reporting Person indirectly beneficially owns 5,754 shares of the Issuer's common stock based on funds in the Reporting Person's Savings and Investment Plan account divided by \$39.44, the closing price of the Issuer's common stock on December 20, 2005.

**Remarks:**

Jane E. Freedman as Attorney in Fact 12/22/2005

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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