

Item 5. Other Events

In connection with the events described in the press release issued by Raytheon Company (the "Company") on April 23, 2003 and attached as Exhibit 99.1, the Company entered into amended Agreements with Daniel P. Burnham and William H. Swanson. Copies of the amended Agreements are attached as Exhibits 10.1 and 10.2, respectively.

Item 7. Financial Statements and Exhibits

(a) Exhibits

The following Exhibits are filed pursuant to Item 5 of this report:

10.1 Amendment to Agreement between Raytheon Company and Daniel P. Burnham dated April 23, 2003; and

10.2 Amendment to Agreement between Raytheon Company and William H. Swanson dated April 23, 2003.

The following Exhibit is furnished pursuant to Item 9 of this report:

99.1 Press release dated April 23, 2003 issued by Raytheon Company.

Item 9. Regulation FD Disclosure

On April 23, 2003, the Company issued a press release relating to Daniel P. Burnham's decision to step down as CEO, effective July 1, 2003, and continue on as Non-Executive Chairman. A copy of the press release is attached as Exhibit 99.1.

SIGNATURE

Pursuant to the requirements 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: April 23, 2003

RAYTHEON COMPANY

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

EXHIBIT INDEX

Description

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The following Exhibit is furnished pursuant to Item 9 of this report:

- 99.1 Press release dated April 23, 2003 issued by Raytheon Company.

Exhibit 10.1

Warren B. Rudman
Lead Director
Raytheon Board of Directors

April 23, 2003

Mr. Daniel P. Burnham, Chairman
Raytheon Board of Directors
141 Spring Street
Lexington, MA 02421

Dear Dan:

The Raytheon Board of Directors respectfully honors your request to step down as Chief Executive Officer of the Raytheon Company as of July 1, 2003. We are pleased that you have agreed to the Board's request to continue as the Non-Executive Chairman of the Board.

Effective July 1, 2003, your compensation and benefits will be modified as noted below. In all other respects, they shall remain as previously approved by the Board and disclosed in our proxy materials.

Your bi-weekly rate of pay will be \$15,385.61 which, if annualized, equates to \$400,000.

Your Results Based Incentive payout after your appointment as Non-Executive Chairman will be at the Board's discretion.

Relocation assistance up to home buyout, if you have not sold your home independently after 90 days from the date you put it on the market.

Benefits at Retirement as a Non-Executive Chairman:

Should you choose to retire prior to July 1, 2005, and the Board of Directors agrees to that retirement, the restrictions on restricted units awarded to you at the time of your hire from AlliedSignal will lapse on the date of your retirement instead of on the dates noted below. These restricted units were for foregone value that you left behind when you were hired. The number of restricted units and their scheduled lapse dates are:

45,354 on 7/1/2004
92,044 on 7/1/2005

Upon retirement as Non-Executive Chairman, you will receive a benefit at 60 years of age equal to 50% of your highest 5 years of compensation (base and bonus) with Raytheon. This benefit will be reduced by 2% per year for every year it commences prior to age 60. Further, your benefit will be offset by Social Security and the \$206,248 you receive as an Allied Signal pension benefit.

Other benefits you will receive in retirement:

Access to group medical/dental at 100% of Company cost.

Part-time administrative support for six months after retirement.

Information Technology support for six months after retirement.

Continued support for financial planning services for 5 years.

The Board appreciates your commitment to Raytheon; your accomplishments have been many. At the same time, we respect and honor your commitment to move on to a more personal phase of your life.

Sincerely yours,

/s/Warren B. Rudman
Warren B. Rudman
Lead Director
Raytheon Board of Directors

/s/Daniel P. Burnham
Accepted - Daniel P. Burnham

Exhibit 10.2

Warren B. Rudman
Lead Director
Raytheon Board of Directors

April 23, 2003

Mr. William H. Swanson
President
Raytheon Company
141 Spring Street
Lexington, MA 02421

Dear Bill:

On behalf of the Board of Directors of Raytheon, I am pleased to confirm that at today's Board meeting, you were elected Chief Executive Officer of Raytheon Company effective July 1, 2003. The position has a bi-weekly base salary of \$35,576.92 which, if annualized, equates to \$925,000.

Additional elements of the compensation for this position will consist of the following:

You will be a participant in the Results Based Incentive Plan (RBI) with an annual target incentive of 150% of annualized base salary.

The Options Subcommittee of the Management Development and Compensation Committee has recommended and the Board of Directors has approved an award of 175,000 Raytheon Stock Options. These options will be subject to the provisions of the 2001 Raytheon Stock Option Plan. The options will vest at one-third each year, over three (3) years.

The Options Subcommittee of the Management Development and Compensation Committee has recommended and the Board of Directors has approved an award of 130,000 restricted shares of Raytheon stock. The restrictions on this stock will lapse over a six (6) year period, with restrictions lapsing one-third at the second anniversary of the award, one-third lapsing at the fourth anniversary and the final one-third on the sixth anniversary of the award.

All other elements of your current compensation and benefits shall remain in place as previously approved by the Board and as disclosed in our proxy materials.

The Board is pleased to appoint you Chief Executive Officer of the Raytheon Company. In doing so, we acknowledge your over 30 years of dedicated service and leadership to the Company.

Sincerely,

/s/Warren B. Rudman
Warren B. Rudman
Lead Director
Raytheon Board of Directors

/s/William H. Swanson
Accepted - William H. Swanson

EXHIBIT 99.1

Raytheon Company
Corporate Communications
141 Spring Street
Lexington, MA 02421

<http://www.raytheon.com>

FOR IMMEDIATE RELEASE

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Burnham decides to step down as Raytheon CEO, continue as Non-Executive Chairman; Swanson to be named Chief Executive Officer

LEXINGTON, Mass., (April 23, 2003) - Raytheon Company (NYSE: RTN) today announced that effective July 1, 2003, its chairman and chief executive officer, Daniel P. Burnham, 56, has decided to step down as chief executive officer of the company. Burnham will continue to serve on the board as non-executive chairman.

"Dan Burnham has brought a clear vision, strong leadership and critical change to Raytheon," said Warren B. Rudman, lead director of the Raytheon Board of Directors and former U.S. Senator. "He faced challenging issues with courage and integrity and steps down as CEO with Raytheon well positioned for future success. The board reluctantly accepted Dan's decision and is grateful to him for his exemplary service. We are pleased that he has agreed to remain as non-executive chairman of the board to ensure a smooth transition," Rudman added.

The Board of Directors today named William H. Swanson, 54, currently president of Raytheon, to succeed Burnham as CEO. Swanson will assume his new responsibilities as president and chief executive officer effective July 1, 2003.

"Bill Swanson brings tremendous experience in the defense industry and a proven record of leadership and performance to his new responsibilities," Rudman said. "We are delighted to have a leader with Bill's experience and capability in the company to succeed Dan as CEO," he added.

In reflecting on his decision to step down as CEO, Burnham said: "Raytheon is performing well. I am leaving a very good company in great hands. I have had a terrific business career for more than 35 years, and I am especially proud of the last five years here at Raytheon. It was a difficult decision, but I am ready to begin a new, more personal phase in my life."

Burnham said he was proud of the company's accomplishments over the last five years and that Bill Swanson is the right leader to become Raytheon's next CEO. "Bill is a seasoned and gifted executive; there is no one better in the defense industry. He has the experience, the instincts and the track record to lead Raytheon in this exciting time in our history," Burnham said.

Swanson has been with Raytheon for almost 31 years. He was named president of Raytheon in July 2002. Before assuming this position, Swanson was an executive vice president of the company and president of the former Electronic Systems, an \$8 billion defense electronics business. He has held a wide range of challenging positions over his tenure with company, including manufacturing manager of the company's Equipment Division, senior vice president and general manager of the Missile Systems Division and chairman and chief executive officer of Raytheon Systems Company.

"Raytheon is a better company because of Dan, and I want to thank him for the trust he has placed in me as well as his friendship. I would also like to thank the Raytheon Board of Directors for the confidence they have shown in me to give me the opportunity to be the next CEO of Raytheon. I look forward to continuing to work side-by-side with our employees to help the company achieve even greater customer success. I couldn't be more excited about the future of Raytheon," Swanson said.

Burnham joined Raytheon on July 1, 1998, as president and chief operating officer from AlliedSignal, where he served as vice chairman and a member of the board of directors. Burnham was appointed Raytheon's chief executive officer in December 1998 and chairman in August 1999.

Raytheon Company (NYSE: RTN), with 2002 sales of \$16.8 billion, is an industry leader in defense, government and commercial electronics, space, information technology, technical services, and business and special mission aircraft. With headquarters in Lexington, Mass., Raytheon employs more than 76,000 people worldwide.

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