

DEUTCH JOHN M  
Form 5  
February 04, 2003

**FORM 5**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0362  
Expires: January 31, 2005  
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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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

Form 3 Holdings Reported

Form 4 Transactions Reported

| 1. Name and Address of Reporting Person*<br><b>Deutch, John M.</b><br>(Last) (First) (Middle)<br><b>141 Spring Street</b><br><br>(Street)<br><b>Lexington, MA 02421</b><br><br>(City) (State) (Zip) |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Raytheon Company - RTN</b>          |  |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director<br>10% Owner<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below) |  |  |                                   |
|---|--------------------------------------|--|---|--|--|---|--|--|-----------------------------------|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)   |                                      |  | 4. Statement for Month/Year<br><b>12/2002</b>   |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |   |  |  |                                   |
|   |                                      |  | 5. If Amendment, Date of Original (Month/Year)  |  |  |   |  |  |                                   |
|   |                                      |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |                                   |
| 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)<br>Amount (A) or (D) Price |  |   | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common Stock  | 04/24/02                             |  | A   | 1,000  | A  |   | 8,130  | D  |                                   |

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).

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**FORM 5 (continued) 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year | 10. Ownership Form of Derivative Security: Direct | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|---|--|

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|  |  |  |  |  | of (D)            |                   |     |                   |                  | (Instr. 4) | (D) or Indirect (I) (Instr. 4) |
|--|--|--|--|--|-------------------|-------------------|-----|-------------------|------------------|------------|--------------------------------|
|  |  |  |  |  | (Instr. 3, 4 & 5) | (Instr. 3, 4 & 5) |     |                   |                  |            |                                |
|  |  |  |  |  |                   | (A)               | (D) | Date Exer-cisable | Expira-tion Date | Title      | Amount or Number of Shares     |
|  |  |  |  |  |                   |                   |     |                   |                  |            |                                |

Explanation of Responses:

By: /s/ **John W. Kapples** **01/31/03**  
**John W. Kapples, Attorney-in-fact** Date  
 \*\*Signature of Reporting Person

\*\*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.

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POWER OF ATTORNEY

For Executing Forms 3, 4 and 5 and Form 144

Know all by these presents, that the undersigned hereby constitutes and appoints each of Neal E.

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary o

(3) take any other action of any type whatsoever in connection with the foregoing which, in the o

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform

This Power of Attorney shall remain in full force and effect until the undersigned is no longer r

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1

/s/ John M. Deutch

Signature

John M. Deutch

Typed Name