

O'Brien Anthony F
 Form 4
 March 05, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
 O'Brien Anthony F

(Last) (First) (Middle)
 870 WINTER STREET
 (Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 RAYTHEON CO/ [RTN]

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Stock	03/01/2018		S		500 ⁽¹⁾ ₍₂₎ \$ 210.538	D	
Common Stock	03/01/2018		S		2,453 ⁽¹⁾ ₍₃₎ \$ 211.4275	D	
Common Stock	03/01/2018		S		1,600 ⁽¹⁾ ₍₄₎ \$ 212.4044	D	
Common Stock	03/01/2018		S		800 ⁽¹⁾ ₍₅₎ \$ 213.75	D	
	03/01/2018		S		500 ⁽¹⁾ 29,975	D	

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Common Stock						\$ 214.982 (6)			
Common Stock	03/01/2018	S	1,400 (1)	D		\$ 215.7886 (7)	28,575	D	
Common Stock	03/01/2018	S	2,500 (1)	D		\$ 216.702 (8)	26,075	D	
Common Stock	03/01/2018	S	750 (1)	D		\$ 217.8281 (9)	25,325	D	
Common Stock							4,369 (10)	I	401(k)
Common Stock							523 (11)	I	Benefit Plan

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. 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Anthony F 870 WINTER STREET WALTHAM, MA 02451			Vice President and CFO	

Signatures

Dana Ng,
Attorney-in-fact

03/05/2018

__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) The stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 30, 2018.

(2) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$210.18 to \$210.99 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(3) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$211.00 to \$211.98 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(4) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$212.00 to \$212.97 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(5) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$213.30 to \$214.10 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(6) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$214.85 to \$215.12 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(7) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$215.21 to \$216.15 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(8) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$216.28 to \$217.27 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(9) The reported price is based on a weighted average of multiple same-day transactions with prices ranging from \$217.49 to \$218.36 per share. Full information regarding the number of shares sold at each separate price is available to the Securities and Exchange Commission, the Issuer or any security holder of the Issuer upon request.

(10) The Reporting Person indirectly beneficially owns 4,369 shares of the Issuer's Common Stock based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$211.36, the closing price of the Issuer's Common Stock on March 1, 2018.

(11) The Reporting Person indirectly beneficially owns 523 shares of the Issuer's Common Stock based on funds in the Reporting Person's other employee benefit plan account divided by \$211.36, the closing price of the Issuer's Common Stock on March 1, 2018.

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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