

SHELTON GREGORY S
 Form 4
 November 23, 2004

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 *
SHELTON GREGORY S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2004

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

WALTHAM, MA 02451

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price	
Common Stock	11/19/2004		M		3,000	A	\$ 19.375 10,000	D
Common Stock	11/19/2004		M		368	A	\$ 29.685 10,368	D
Common Stock	11/19/2004		M		1,409	A	\$ 29.685 11,777	D
Common Stock	11/19/2004		M		1,410	A	\$ 29.685 13,187	D
Common Stock	11/19/2004		M		3,000	A	\$ 29.685 16,187	D

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Common Stock	11/19/2004	M	1,591	A	\$ 29.685	17,778	D	
Common Stock	11/19/2004	M	1,590	A	\$ 29.685	19,368	D	
Common Stock	11/19/2004	M	5,000	A	\$ 29.685	24,368	D	
Common Stock	11/19/2004	M	5,000	A	\$ 29.685	29,368	D	
Common Stock	11/19/2004	M	4,632	A	\$ 29.685	34,000	D	
Common Stock	11/19/2004	S	27,000	D	\$ 38.9064	7,000	D	
Common Stock						5,054 ⁽¹⁾	I	401(k)

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 19.375	11/19/2004		M	3,000	02/25/2003	02/24/2010	Common Stock	3,000
Employee Stock Option	\$ 29.685	11/19/2004		M	368	05/23/2004	05/22/2011	Common Stock	368
Employee Stock Option	\$ 29.685	11/19/2004		M	1,409	05/23/2002	05/22/2011	Common Stock	1,409

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Employee Stock Option	\$ 29.685	11/19/2004	M	1,410	05/23/2003	05/22/2011	Common Stock	1,410
Employee Stock Option	\$ 29.685	11/19/2004	M	3,000	05/23/2004	05/22/2011	Common Stock	3,000
Employee Stock Option	\$ 29.685	11/19/2004	M	1,591	05/23/2002	05/23/2011	Common Stock	1,591
Employee Stock Option	\$ 29.685	11/19/2004	M	1,590	05/23/2003	05/23/2011	Common Stock	1,590
Employee Stock Option	\$ 29.685	11/19/2004	M	5,000	05/23/2002	05/23/2011	Common Stock	5,000
Employee Stock Option	\$ 29.685	11/19/2004	M	5,000	05/23/2003	05/23/2011	Common Stock	5,000
Employee Stock Option	\$ 29.685	11/19/2004	M	4,632	05/23/2004	05/23/2011	Common Stock	4,632

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHELTON GREGORY S 870 WINTER STREET WALTHAM, MA 02451			Vice President	

Signatures

John W. Kapples,
Attorney-in-fact

11/23/2004

__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).

The Reporting Person indirectly beneficially owns 5,054 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 \$38.84, the closing price of the Issuer's Common Stock on November 19, 2004.

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.