

COLLOREDO MANSFELD FERDINAND
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. See Instruction 1(b).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 3 Holdings Reported
 Form 4 Transactions Reported

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

1. Name and Address of Reporting Person* Colloredo-Mansfeld, Ferdinand			2. Issuer Name and Ticker or Trading Symbol Raytheon Company - RTN				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) 141 Spring Street			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Year 12/2002		
(Street) Lexington, MA 02421							5. If Amendment, Date of Original (Month/Year)		
(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)			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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	04/24/02		A	1,000	A		11,290	D	
Common Stock							5,644⁽¹⁾	I	Deferral Plan

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	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	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	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Security	(Month/Day/Year)	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	Owned at End of Year (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)
				(A)	(D)						
Phantom Stock										1,805⁽²⁾	D

Explanation of Responses:

(1) Includes 130.50 shares acquired pursuant to the Issuer's dividend reinvestment plan on various reinvestment dates during 2002. All units are held by Boston Safe Deposit and Trust Company, as Trustee.

(2) Includes 29 units acquired pursuant to the Issuer's dividend reinvestment plan on various dates during 2002 and credited to the Reporting Person's Deferred Compensation Plan account. The Phantom Stock units trade at approximately a 2:1 ratio to the price of the Issuer's Common Stock.

By: /s/ **Ferdinand Colloredo-Mansfeld**
Ferdinand Colloredo-Mansfeld

01/29/03
 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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