### FOLEY RICHARD J Form 5 February 04, 2003

# FORM 5

\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

\_ Form 3 Holdings

Reported

\_ Form 4 Transactions Reported

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

**OWNERSHIP** 

OMB Number: 3235-0362

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

<ol> <li>Name and Address of Reporting Person*</li> <li>Foley, Richard J.</li> </ol>	2. Issuer Nar <b>Raytheon C</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 141 Spring Street	3. I.R.S. Ider of Reporting if an entity (v	Person,	Jumber		atement for th/Year <b>002</b>	_ Director 10% Owner <u>X</u> Officer (give title below) Other (specify below) <u>Vice President</u>			
(Street) Lexington, MA 02421					Amendment, of Original nth/Year)	(Check Applical <u>X</u> Form filed by Person	Form filed by More than One		
(City) (State) (Zip)	Table	I Non-De	erivativ	e Secur	curities Acquired, Disposed of, or Beneficially Own				
1. Title of Security2. Trans- action2A. Deemed Execution(Instr. 3)Date (Month/ Day/ Year)Date, (Month/Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (E (Instr. 3, 4 & 5) Amount (A) Pr or (D)		ired f (D) Price	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock					(Insu: 5 & 4) 2,45	9 <u>(1)</u> I	401(k)		

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)

(•• <b>8</b> • <b>; F</b> •••• <b>;</b> ••••• <b>;</b> ••••• <b>;</b> ••••• <b>;</b> ••••• <b>;</b>												
2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number	10.	11. Nature		
sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	of	Owner-	of Indirect		
Exercise	Date	Execution	action	of	Date	Underlying	Security	Derivative	ship	Beneficial		
Price of	1 '	Date,	Code	Derivative	(Month/Day/	Securities	(Instr. 5)	Securities	Form	Ownership		
Derivative	(Month/	if any	1 '	Securities	Year)	(Instr. 3 & 4)		Beneficially	of Deriv-	(Instr. 4)		
Security	Day/	(Month/	(Instr.	Acquired				Owned	ative			
	Year)	Day/	8)	(A) or				at End of	Security:			
	sion or Exercise Price of Derivative Security	2. Conver- 3. Trans- sion or action Exercise Date Price of Derivative (Month/ Security Day/	2. Conver- 3. Trans- 3A. sion or action Deemed Exercise Date Execution Price of Date, Derivative (Month/ if any Security Day/ (Month/	2. Conver-3. Trans-3A.4.sion oractionDeemedTrans-ExerciseDateExecutionactionPrice ofDate,CodeDerivative(Month/if anySecurityDay/(Month/(Instr.	2. Conver-3. Trans-3A.4.5.sion oractionDeemedTrans-NumberExerciseDateExecutionactionofPrice ofDate,CodeDerivativeDerivative(Month/if anySecuritiesSecurityDay/(Month/(Instr.	2. Conver-3. Trans-3A.4.5.6. Date Exercisablesion oractionDeemedTrans-Numberand ExpirationExerciseDateExecutionactionofDatePrice ofDate,CodeDerivative (Month/Day/Derivative(Month/if anySecurities Year)SecurityDay/(Month/(Instr.Acquired	2. Conver-3. Trans-3A.4.5.6. Date Exercisable7. Title andsion oractionDeemedTrans-Numberand ExpirationAmount ofExerciseDateExecutionactionofDateUnderlyingPrice ofDate,CodeDerivative (Month/Day/SecuritiesDerivative(Month/if anySecurities Year)(Instr. 3 & 4)SecurityDay/(Month/(Instr.Acquired	2. Conver-3. Trans-3A.4.5.6. Date Exercisable7. Title and8. Price ofsion oractionDeemedTrans-Numberand ExpirationAmount ofDerivativeExerciseDateExecutionactionofDateUnderlyingSecurityPrice ofDate,CodeDerivative(Month/Day/Securities(Instr. 5)Derivative (Month/if anySecurities Year)(Instr. 3 & 4)	2. Conver-3. Trans-3A.4.5.6. Date Exercisable7. Title and Amount of8. Price of9. Numbersion or actionDeemedTrans-Number and Expirationand ExpirationAmount ofDerivativeExerciseDateExecution actionofDateUnderlyingSecurityDerivativePrice of DerivativeDate, (Month/CodeDerivative(Month/Day/ SecuritiesSecurities (Instr. 3 & 4)Securities (Instr. 3 & 4)8. Price of Derivative9. Number Derivative of SecuritiesSecurity Day/ OwnedDate, (Instr. Acquired(Instr. 3 & 4)0. Number	2. Conver-3. Trans-3A.4.5.6. Date Exercisable7. Title and Amount of8. Price of9. Number10.sion or ExerciseDateTrans-Number and Expirationand ExpirationAmount ofDerivative Security0000ExerciseDateExecution Date,OdeDerivative CodeOdeDerivative SecuritiesNumber10.000Price of Derivative Derivative SecuritiesDerivative SecuritiesOdeDerivative Securities Securities10.0000Derivative SecuritiesOdeDerivative SecuritiesOdeDerivative Securities000000Security Day/ SecurityDay/ (Month/ (Instr.CodeDerivative Securities00 <t< td=""></t<>		

#### OMB APPROVAL

Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

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			Year)		Dispos of (D) (Instr. 4 & 5)	) . 3,					(Instr. 4)	Direct (D) or Indirect (I)	
						(D)	Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)	
Performance Stock Option											31,900	D	
Employee Stock Option	44.45	05/13/02		Α	6,000		05/13/03		Common Stock	6,000		D	
Employee Stock Option	44.45	05/13/02		A	6,000		05/13/04		Common Stock	6,000		D	
Employee Stock Option	44.45	05/13/02		Α	3,751		05/13/05		Common Stock	3,751		D	
Employee Stock Option	44.45	05/13/02		A	2,249		05/13/05		Common Stock	2,249	100,000	D	

Explanation of Responses:

(1) Based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by \$30.75, the closing price of the Issuer's Common Stock on December 31, 2002.

By: /s/ <u>Richard J. Foley</u> Richard J. Foley \*\*Signature of Reporting Person <u>01/20/03</u> Date

\*\*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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