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RAYTHEON CO/  
Form 15-12B  
May 16, 2001

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

FORM 15

Certification and Notice of Termination of Registration  
under Section 12(g) of the Securities Exchange Act of 1934  
or Suspension of Duty to File Reports Under Sections 13 and  
15(d) of the Securities Exchange Act of 1934.

Commission File No. 1-13699

RAYTHEON COMPANY  
(Exact name of registrant as specified in its charter)

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141 Spring St.  
Lexington, Massachusetts  
(781) 862-6600  
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(Address, including zip code, and telephone number, including area  
code, of registrant's principal executive offices)

Class A Common Stock, \$0.01 par value per share  
Class B Common Stock, \$0.01 par value per share  
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(Title of each class of securities covered by this Form)

Common Stock  
8.25% Equity Securities Units  
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(Titles of all other classes of securities for which a duty to file  
reports under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s)  
relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 15d-6	<input type="checkbox"/>
Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>		

Approximate number of holders of record as of the certification or notice date:0  
Pursuant to the requirements of the Securities Exchange Act of 1934, Raytheon  
Company has caused this certification/notice to be signed on its behalf by the  
undersigned duly authorized person.

Date: May 16, 2001

RAYTHEON COMPANY

By: /s/ John W. Kapples  
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John W. Kapples  
Vice President and Secretary

