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RAYTHEON CO/  
Form 8-K  
April 24, 2003

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

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): April 23, 2003

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

Delaware	1-13699	95-1778500
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

141 Spring Street  
Lexington, Massachusetts 02421  
(Address of principal executive offices (Zip Code))

Registrant's telephone number, including area code: (781) 862-6600

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Item 5. Other Events

In connection with the events described in the press release issued by Raytheon Company (the "Company") on April 23, 2003 and attached as Exhibit 99.1, the Company entered into amended Agreements with Daniel P. Burnham and William H. Swanson. Copies of the amended Agreements are attached as Exhibits 10.1 and 10.2, respectively.

Item 7. Financial Statements and Exhibits

(a) Exhibits

The following Exhibits are filed pursuant to Item 5 of this report:

- 10.1 Amendment to Agreement between Raytheon Company and Daniel P. Burnham dated April 23, 2003; and
- 10.2 Amendment to Agreement between Raytheon Company and William H. Swanson dated April 23, 2003.

The following Exhibit is furnished pursuant to Item 9 of this report:

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99.1 Press release dated April 23, 2003 issued by Raytheon Company.

Item 9. Regulation FD Disclosure

On April 23, 2003, the Company issued a press release relating to Daniel P. Burnham's decision to step down as CEO, effective July 1, 2003, and continue on as Non-Executive Chairman. A copy of the press release is attached as Exhibit 99.1.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 23, 2003

RAYTHEON COMPANY

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