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RAYTHEON CO/
Form S-3MEF
October 22, 2001

As filed with the Securities and Exchange Commission on October 22, 2001
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RAYTHEON COMPANY	Delaware	95-1778500
(Exact name of registrant as specified in its charter)	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

141 Spring Street
Lexington, Massachusetts 02421
(781) 862-6600

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Neal E. Minahan, Esq.
Senior Vice President and General Counsel
Raytheon Company
141 Spring Street
Lexington, Massachusetts 02421
(781) 862-6600

Copy to:
William J. Curry, Esq.
Sullivan & Worcester LLP
One Post Office Square
Boston, MA 02109
(617) 338-2800

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the box. / /

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /X/ Registration Nos. 333-82529 and 333-58474.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Security(1)	Prop Max Aggre Offe Price(1)
Common Stock of Raytheon, par value \$.01 per share			\$175,93

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The registrant hereby incorporates by reference into this registration statement the contents of the Registration Statement on Form S-3 (File No. 333-82529), as amended and supplemented, filed with the Securities and Exchange Commission on April 9, 1999 and declared effective on March 8, 2000 and the related Post-Effective Amendment No. 1 to Form S-3 Registration Statement (File No. 333-58474) filed with the Securities and Exchange Commission on April 6, 2001 and declared effective on April 13, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Raytheon Company certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Lexington, The Commonwealth of Massachusetts, on October 22, 2001.

RAYTHEON COMPANY

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By: /s/ Neal E. Minahan
Name: Neal E. Minahan
Title: Senior Vice President
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-3 has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* Daniel P. Burnham	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	October 22, 2001
* Franklyn A. Caine	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	October 22, 2001
* Edward S. Pliner	Vice President and Corporate Controller (Principal Accounting Officer)	October 22, 2001
* Barbara M. Barrett	Director	October 22, 2001
* Ferdinand Colloredo-Mansfeld	Director	October 22, 2001
* John M. Deutch	Director	October 22, 2001
* Thomas E. Everhart	Director	October 22, 2001
* John R. Galvin	Director	October 22, 2001
* L. Dennis Kozlowski	Director	October 22, 2001
* Henrique de Campos Meirelles	Director	October 22, 2001

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Dennis J. Picard	Director	October 22, 2001
*		
Frederic M. Poses	Director	October 22, 2001
*		
Warren B. Rudman	Director	October 22, 2001
*		
Michael C. Ruettgers	Director	October 22, 2001
*		
William R. Spivey	Director	October 22, 2001
*		
Alfred M. Zeien	Director	October 22, 2001

* By: /s/ Richard A. Goglia
Name: Richard A. Goglia

ATTORNEY-IN-FACT PURSUANT TO THE
POWERS OF ATTORNEY PREVIOUSLY FILED.

EXHIBIT INDEX

- 5.1 Opinion of Neal E. Minahan, Esq.
- 23.1 Consent of Neal E. Minahan, Esq. (included in Exhibit 5.1)
- 23.2 Consent of PricewaterhouseCoopers LLP
- 24.1 Powers of Attorney of directors and officers signing this registration statement are part of the signature pages to the Shelf Registration.