FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
   SPIVEY WILLIAM
   870 WINTER STREET
   WALTHAM MA 02451

2. Issuer Name and Ticker or Trading Symbol
   RAYTHEON CO [ RTN ]

3. Date of Earliest Transaction (Month/Day/Year)
   04/03/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   04/07/2020

5. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (1)</td>
<td>04/03/2020</td>
<td>D</td>
<td></td>
<td>23,118 (2)</td>
<td>D (1)</td>
<td>0</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Restricted Stock Units</td>
<td>(3)</td>
<td>04/03/2020</td>
<td>D</td>
<td>668 (3)</td>
<td>(3)</td>
<td>(3)</td>
<td>Common Stock 668 (3) 0 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Pursuant to the terms of the Agreement and Plan of Merger, dated as of June 9, 2019, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of March 9, 2020, by and between United Technologies Corporation (“UTC”) and Raytheon Company (“Raytheon”) (the “Merger Agreement”), on April 3, 2020 (the “Closing Date”), Raytheon became a wholly owned subsidiary of UTC, with UTC becoming Raytheon Technologies Corporation. Pursuant to the Merger Agreement, on the Closing Date, each share of Raytheon Common Stock held by the reporting person was converted automatically into 2.3348 shares of UTC Common Stock.

2. Includes 1,168 restricted shares of UTC Common Stock that were converted into shares of UTC Common Stock pursuant to the terms of the Merger Agreement.

3. Represents restricted stock units (“RSUs”) granted under the Director Deferred Restricted Stock Unit Program on May 31, 2018. These RSUs were converted into shares of UTC Common Stock pursuant to the terms of the Merger Agreement.

Remarks:

Dana Ng, Attorney-in-Fact
04/07/2020
** Signature of Reporting Person Date

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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.