

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): August 14, 2002

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

Delaware
(State of Incorporation)

1-13699 95-1778500
(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

Item 7. Financial Statements and Exhibits

(c) Exhibits

- 99.1 Statement under oath of principal executive officer regarding facts and circumstances relating to Exchange Act filings dated August 9, 2002.
- 99.2 Statement under oath of principal financial officer regarding facts and circumstances relating to Exchange Act filings dated August 14, 2002.

Item 9. Regulation FD Disclosure

On August 14, 2002, Daniel P. Burnham, Chairman and Chief Executive Officer of Raytheon Company, and Franklyn A. Caine, Senior Vice President and Chief Financial Officer of Raytheon Company, each submitted to the SEC sworn statements required by Securities and Exchange Commission Order No. 4-460. The two statements are furnished as Exhibits 99.1 and 99.2, respectively.

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: August 14, 2002

RAYTHEON COMPANY

By: /s/ Neal E. Minahan
Neal E. Minahan
Sr. Vice President and
General Counsel

EXHIBIT INDEX

Exhibit Number	Description
99.1	Statement under oath of principal executive officer regarding facts and circumstances relating to Exchange Act filings dated August 9, 2002.
99.2	Statement under oath of principal financial officer regarding facts and circumstances relating to Exchange Act filings dated August 14, 2002.

EXHIBIT 99.1

OMB Number: 3235-0569
Expires: January 31, 2003

Statement Under Oath of Principal Executive Officer and
Principal Financial Officer Regarding Facts and Circumstances
Relating to Exchange Act Filings

I, Daniel P. Burnham, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Raytheon Company, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K filed with the Commission on March 19, 2002 of Raytheon Company;
- o All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Raytheon Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o Any amendments to any of the foregoing.

Signature: /s/ Daniel P. Burnham
Daniel P. Burnham
Chairman and Chief Executive Officer

Date: August 9, 2002 /s/Adrienne C. Jackson
Adrienne C. Jackson, Notary Public

My Commission Expires: May 21, 2003

OMB Number: 3235-0569
Expires: January 31, 2003

Statement Under Oath of Principal Executive Officer
and Principal Financial Officer Regarding Facts and
Circumstances Relating to Exchange Act Filings

I, Franklyn A. Caine, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Raytheon Company, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K filed with the Commission on March 19, 2002 of Raytheon Company;
- o All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Raytheon Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o Any amendments to any of the foregoing.

Signature: /s/Franklyn A. Caine
Franklyn A. Caine,
Chief Financial Officer

Subscribed and sworn to before me
this 14th day of August 2002.

Date: August 14, 2002

/s/Nicole L. Sheridan Wilson
Nicole L. Sheridan Wilson,
Notary Public

My Commission Expires: April 10, 2003