SCHUSTER JAMES E
Form 3/A
February 04, 2003

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holdi
Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Date of Event Requiring Statement Month/Day/Year	4. Issuer Name **and** Ticker or Trading Symbol	
Schuster, James E.	**06/27/01**	**Raytheon Company - RTN**	
(Last) (First) (Middle) **141 Spring Street**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _ Director _ 10% Owner **X** Officer _ Other (give title below) (specify below) **Executive Vice President**	6. If Date (Mo **06/2**
(Street) **Lexington, MA 02421**			7. In (Che **X** Fo Pers _ Fo Repo
(City) (State) (Zip)			

Table I Non-Derivative Securities Beneficially Owne

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of In Beneficial Ow (Instr. 5)
Common Stock	**78,205**	**D**	
Common Stock	**1,334.89**[1]	**I**	**401(k)**

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 5(b)(v).

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FORM 3 (continued)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/ Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option	**09/07/00**	**09/06/09**	**Common Stock**	**1,474**	**67.8125**	**D**	
Employee Stock Option	**09/07/01**	**09/06/09**	**Common Stock**	**1,474**	**67.8125**	**D**	

Employee Stock Option	**09/07/00**	**09/07/09**	**Common Stock**	**3,526**	**67.8125**	**D**	
Employee Stock Option	**09/07/01**	**09/07/09**	**Common Stock**	**3,526**	**67.8125**	**D**	
Employee Stock Option	**02/25/02**	**02/24/10**	**Common Stock**	**5,161**	**19.3750**	**D**	
Employee Stock Option	**02/25/03**	**02/24/10**	**Common Stock**	**5,161**	**19.3750**	**D**	
Employee Stock Option	**02/25/01**	**02/25/10**	**Common Stock**	**13,333**	**19.3750**	**D**	
Employee Stock Option	**02/25/02**	**02/25/10**	**Common Stock**	**8,172**	**19.3750**	**D**	
Employee Stock Option	**02/25/03**	**02/25/10**	**Common Stock**	**8,173**	**19.3750**	**D**	
Employee Stock Option	**05/23/02**	**05/23/11**	**Common Stock**	**16,666**	**29.6850**	**D**	
Employee Stock Option	**05/23/03**	**05/23/11**	**Common Stock**	**16,667**	**29.6850**	**D**	
Employee Stock Option	**05/23/04**	**05/23/11**	**Common Stock**	**13,299**	**29.6850**	**D**	
Employee Stock Option	**05/23/04**	**05/22/11**	**Common Stock**	**3,368**	**29.6850**	**D**	
Performance Stock Option	**Varies** (2)	**02/25/10**	**Common Stock**	**38,000**	**19.3750**	**D**	
Performance Stock Option	**Varies** (3)	**01/24/11**	**Common Stock**	**23,500**	**31.8150**	**D**	

Explanation of Responses:

(1) Based on funds in the Reporting Person's Savings and Investment Plan/Excess Savings Plan Account divided by $27.37, the closing price of t
June 27, 2001.
(2) The options become exercisable in three equal installments. The first installment became exercisable on August 25, 2000, upon the Issuer's Co
period of twenty (20) consecutive trading days) a market price of at least $23.27 per share; the second installment became exercisable on October
Common Stock sustaining a market price of at least $27.91 per share; and the third installment becomes exercisable upon the date that the Issuer's
market price of at least $33.49 per share. Notwithstanding the foregoing vesting schedule, all shares under option shall become exercisable on the
date.
(3) The options become exercisable in three equal installments. The first installment becomes exercisable upon the date that the Issuer's Common
twenty (20) consecutive trading days) a market price of at least $36.59 per share; the second installment becomes exercisable upon the date that th
sustains a market price of at least $42.08 per share; and the third installment becomes exercisable upon the date that the Issuer's Common Stock s
$48.39 per share. Notwithstanding the foregoing vesting schedule, all shares under option shall become exercisable on the sixth anniversary of th

By: /s/ **James E. Schuster** **02/0**
James E. Schuster Date
**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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