



displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.41	01/31/2011		D	7,500	<u>(1)</u> 03/10/2013	Common Stock	7,500
Stock Option (Right to Buy)	\$ 26.1	01/31/2011		D	7,500	<u>(2)</u> 03/11/2012	Common Stock	7,500
Stock Option (Right to Buy)	\$ 12.97	01/31/2011		D	22,500	<u>(3)</u> 03/13/2013	Common Stock	22,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIMAN DAVID 460 W. CALIFORNIA AVE. SUNNYVALE, CA 94086	X			

## Signatures

/s/ David  
Elliman

02/02/2011

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

(1)

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This option was cancelled as a result of the completion of the tender offer that expired on January 28, 2011 in exchange for a cash payment of \$109,425, representing the difference between the exercise price of the option and the offer price (\$38.00 per share) pursuant to the Agreement and Plan of Merger, dated December 18, 2010, between the issuer, Raytheon Company and RN Acquisition Company.

- (2) This option was cancelled as a result of the completion of the tender offer that expired on January 28, 2011 in exchange for a cash payment of \$89,250 representing the difference between the exercise price of the option and the offer price (\$38.00 per share) pursuant to the Agreement and Plan of Merger, dated December 18, 2010, between the issuer, Raytheon Company and RN Acquisition Company.

- (3) This option was cancelled as a result of the completion of the tender offer that expired on January 28, 2011 in exchange for a cash payment of \$563,175 representing the difference between the exercise price of the option and the offer price (\$38.00 per share) pursuant to the Agreement and Plan of Merger, dated December 18, 2010, between the issuer, Raytheon Company and RN Acquisition Company.

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

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