



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0402

March 28, 2008

Mark D. Nielsen
Vice President—Legal
Corporate Governance
Raytheon Company
870 Winter Street
Waltham, MA 02451-1449

Re: Raytheon Company
Incoming letter dated March 6, 2008

Dear Mr. Nielsen:

This is in response to your letters dated March 6, 2008, March 7, 2008, March 11, 2008, and March 20, 2008 concerning a shareholder proposal submitted to Raytheon by John Chevedden on November 21, 2007. We also have received letters from the proponent dated March 6, 2008, March 7, 2008, March 10, 2008, March 11, 2008, March 12, 2008, March 18, 2008, and March 21, 2008. On February 13, 2008, we issued our response regarding Raytheon's view that it could exclude a proposal submitted to Raytheon by John Chevedden on October 17, 2007.

There appears to be some basis for your view that Raytheon may exclude the November 21, 2007 proposal under rule 14a-8(i)(3). Accordingly, we will not recommend enforcement action to the Commission if Raytheon omits the November 21, 2007 proposal from its proxy materials in reliance on rule 14a-8(i)(3).

We note that Raytheon did not file its statement of objections to including the November 21, 2007 proposal in its proxy materials at least 80 days before the date on which it will file definitive proxy materials as required by rule 14a-8(j)(1). Noting the circumstances of the delay, we do not waive the 80-day requirement.

Sincerely,

Jonathan A. Ingram
Deputy Chief Counsel

cc: John Chevedden

*** FISMA & OMB Memorandum M-07-16 ***

CFOCC-00039196

March 6, 2008

Division of Corporation Finance
Office of the Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Raytheon Company - File No. 1-13699
Omission of Shareholder
Proposal Pursuant to Rule 14a-8(i)(3)
Our Original Letter dated December 20, 2007
New Development

Ladies and Gentlemen:

By our letter dated December 20, 2007, we requested the Staff's concurrence in our view that a shareholder proposal by John Chevedden dated October 17, 2007 and revised on November 21, 2007 (the "Proposal") (copy attached) could be excluded from our upcoming annual proxy statement. In addition to our letter of December 20, 2007, you also received letters from us dated January 7, 2008 and January 15, 2008 and from Mr. Chevedden dated December 27, 2007, January 8, 2008 and January 16, 2008, regarding the Proposal.

We write today to supplement our original request with an additional reason for exclusion prompted by a new development: the recent publication of a Staff no-action letter to Safeway Inc., agreeing that there was some basis for **excluding an identical proposal by the same proponent** under Rule 14a-8(i)(3), as vague and indefinite. We attach a copy of the Safeway Inc. correspondence.

The text of Mr. Chevedden's Proposal follows:

"RESOLVED, Special Shareholder Meetings, Shareholders ask our board to amend our bylaws and any other appropriate governing documents in order that there is no restriction on the shareholder right to call a special meeting, compared to the standard allowed by applicable law on calling a special meeting."

This is not merely similar to, but verbatim identical with, the proposal that was the subject of the Safeway Inc. no-action letter. That is not surprising, as the Safeway proponent was the same John Chevedden (but in that case, stating that he was acting as representative for a Mr. Nick Rossi).

Securities and Exchange Commission

Page 2

March 6, 2008

Like Safeway, Raytheon Company is a Delaware corporation. As noted in Part II of the letter from Safeway's counsel dated January 9, 2008, the Delaware General Corporation Law grants no right to any shareholder or group of shareholders to call a special meeting. It merely states that special meetings may be called by:

“the Board of Directors, or by such person or persons as may be authorized by the Certificate of Incorporation or by the By-Laws.”
[DGCL §211(d)]

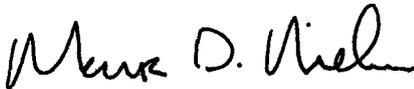
For the same reasons discussed in Part II of the January 9, 2008 letter from Safeway's counsel, we believe the Proposal is hopelessly vague and indefinite. Is Mr. Chevedden requesting that holders of some particular amount of the outstanding stock of the company be entitled to call a special meeting? That is not obvious, as the company's charter documents contain no “restriction” on shareholder right to call special meetings other than what is contained in the DGCL itself. If he is suggesting that shareholders above some threshold have that right, what is that threshold? Is the Proposal requesting that there be no stock ownership threshold, so that a holder of a single share of Raytheon voting stock should be allowed to call a special meeting?

Because the Proposal is so vague and indefinite, Raytheon and different stockholders are likely to interpret it differently and would also have considerable difficulty in determining exactly what actions it might require. Thus, it is materially false or misleading in violation of Rule 14a9 and thus may be excluded under Rule 14a-8(i)(3).

Accordingly, Raytheon Company requests that the Staff concur in our view that Mr. Chevedden's proposal may be excluded from our 2008 Proxy pursuant to Rule 14a-8(i)(3).

The Company requests that the Staff waive the 80 day requirement of Rule 14a-8(j)(1) to the extent that such a waiver may be needed. Our initial letter was submitted within the time period set forth in the Rule. This supplemental letter is being submitted later because of the subsequent publication of the Safeway Inc. no-action letter, which is exactly on point.

Very truly yours,



Mark D. Nielsen

cc: John Chevedden

Enclosure



*** FISMA & OMB Memorandum M-07-16 ***

11/21/2007 05:05 PM

To James Marchetti <James_g_marchetti@RAYTHEON.COM>

cc

bcc

Subject RTN: Rule 14a-8 Proposal

History:  This message has been forwarded.

Mr. Marchetti, This is a back up of a fax today.
Sincerely,
John Chevedden

[RTN: Rule 14a-8 Proposal, October 17, 2007, Revised November 21, 2007]
3 - Special Shareholder Meetings
[Please do not omit the above title-line as was omitted in 2007. Omission would be the same as omitting the title-line of "ELECTION OF DIRECTORS" on page 13 of the 2007 annual meeting proxy statement]

RESOLVED, Special Shareholder Meetings, Shareholders ask our board to amend our bylaws and any other appropriate governing documents in order that there is no restriction on the shareholder right to call a special meeting, compared to the standard allowed by applicable law on calling a special meeting.

Special meetings allow investors to vote on important matters, such as a takeover offer, that can arise between annual meetings. If shareholders cannot call special meetings, management may become insulated and investor returns may suffer.

Shareholders should have the ability to call a special meeting when they think a matter is sufficiently important to merit expeditious consideration. Shareholder control over timing is especially important in the context of a major acquisition or restructuring, when events unfold quickly and issues may become moot by the next annual meeting.

Prominent institutional investors and organizations support a shareholder right to call a special meeting. Fidelity and Vanguard are among the mutual funds supporting a shareholder right to call a special meeting. The proxy voting guidelines of many public employee pension funds, including the New York City Employees Retirement System, also favor preserving this right.

Eighteen (18) proposals on this topic averaged 56%-support in 2007 - including 74%-support at Honeywell (HON).

The merits of this proposal should also be considered in the context of our company's overall corporate governance structure and individual director performance. For instance in 2007 the following structure and performance issues were reported:

€ The Corporate Library <http://www.thecorporatelibrary.com>, an independent investment research firm, rated our company:

³D² overall.

³Very High Concern² regarding executive pay.

€ According to The Corporate Library our high level of CEO pay (nearly \$20 million in 2006) raised concerns about the alignment of executive interests with shareholder interests.

€ Meanwhile, board composition represented moderate concern because of a

its directors, or its officers; and/or
€ the company objects to statements because they represent the opinion of
the shareholder proponent or a referenced source, but the statements are not
identified specifically as such.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be
presented at the annual meeting.

Please acknowledge this proposal promptly by email and advise the most
convenient fax number and email address to forward a broker letter, if
needed, to the Corporate Secretary's office.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 6, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
4 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

Following the delivery of the broker letter to the company in accordance with Raytheon Company (February 13, 2008), the company failed to forward an opposition statement. Thus in the required publication of this proposal the company may not publish an opposition statement and this should be enforced.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

March 7, 2008

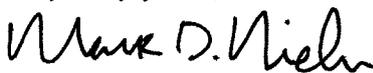
Division of Corporation Finance
Office of the Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Raytheon Company - File No. 1-13699
Letter from John Chevedden dated March 6, 2008
Regarding Special Shareholder Meetings Proposal

By letter dated March 6, 2008 (copy attached), John Chevedden notified the Staff of his belief that we are proscribed from publishing an opposition statement in our proxy statement with respect to his shareholder proposal dated October 17, 2007 and revised on November 21, 2007 (the "Proposal") because we have not yet forwarded such opposition statement to him. We are not sure why Mr. Chevedden is under that impression, but he is wrong.

By supplemental letter dated March 6, 2008, we have requested the Staff's view that we may exclude the Proposal pursuant to Rule 14a-8(i)(3). In the event that the Staff does not concur with our view, we intend to provide an opposition statement to Mr. Chevedden no later than 30 days before we file our definitive proxy statement, as required by Rule 14a-8.

Very truly yours,



Mark D. Nielsen
Vice President - Legal
Corporate Governance

cc: John Chevedden

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 6, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
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John Chevedden

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Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 7, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
5 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

The company March 6, 2008 no action request failed to disclose that its no action request on this proposal was already concluded in Raytheon Company (February 13, 2008) in regard to the company's April 2008 annual meeting:

[STAFF REPLY LETTER]

February 13, 2008

Response of the Office of Chief Counsel Division of Corporation Finance

Re: Raytheon Company Incoming letter dated December 20, 2007

The proposal relates to special meetings.

Rule 14a-8(b) requires that a proponent have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year prior to submitting the proposal. The proponent was required to provide a written statement from the record holder verifying that the proponent continuously owned the securities for a period of one year as of the time he submitted the proposal. We note, however, that Raytheon failed to inform the proponent of what would constitute appropriate documentation under rule 14a-8(b) in Raytheon's request for additional information from the proponent. Accordingly, unless the proponent provides Raytheon with appropriate documentary support of ownership, within seven calendar days after receiving this letter, we will not recommend enforcement action to the Commission if Raytheon omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

/s/

Greg Belliston

Special Counsel

Additionally following the delivery of the broker letter to the company in accordance with Raytheon Company (February 13, 2008), the company failed to forward an opposition statement.

For these reasons and the previous reasons it is requested that the staff find that this resolution cannot be omitted from the company proxy. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 7, 2008 p.m.

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
6 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

This is in regard to the March 6, 2008 last-minute no action request by Mr. Mark D. Nielsen, with no other company contact person provided. The following message was received from Mr. Nielsen's office:

----- Forwarded Message

From: Mark D Nielsen <Mark_D_Nielsen@raytheon.com>

Date: Fri, 7 Mar 2008 17:12:23 -0500

To: *** FISMA & OMB Memorandum M-07-16 ***

Subject: Nielsen, Mark D is out of the office.

I will be out of the office starting 03/07/2008 and will not return until 03/17/2008.

I will respond to your message when I return.

----- End of Forwarded Message

The company March 6, 2008 no action request failed to disclose that it was citing an entirely different rule 14a-8 issue for the first time in comparison to the company's initial December 20, 2007 no action request which has already been settled.

The company March 6, 2008 no action request failed to disclose that its no action request on this proposal was already concluded in Raytheon Company (February 13, 2008) in regard to the company's April 2008 annual meeting:

[STAFF REPLY LETTER]

February 13, 2008

Response of the Office of Chief Counsel Division of Corporation Finance

Re: Raytheon Company Incoming letter dated December 20, 2007

The proposal relates to special meetings.

Rule 14a-8(b) requires that a proponent have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year prior to submitting the proposal. The proponent was required to provide a written statement from the record holder verifying that the proponent continuously owned the securities for a period of one year as of the time he submitted the proposal. We note, however, that Raytheon failed to inform the proponent of what would constitute appropriate documentation under rule 14a-8(b) in Raytheon's request for additional information from the proponent. Accordingly, unless the proponent provides Raytheon with appropriate documentary support of ownership, within seven calendar days after receiving this letter, we will not recommend enforcement action to the Commission if Raytheon omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

/s/

Greg Belliston

Special Counsel

Additionally following the delivery of the broker letter to the company in accordance with Raytheon Company (February 13, 2008), the company failed to forward a proxy opposition statement to the proponent.

For these reasons and the previous reasons it is requested that the staff find that this resolution cannot be omitted from the company proxy. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 10, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
7 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

This is in regard to the March 6, 2008 no action request supplement submitted weeks after the Raytheon Company (February 13, 2008) Staff Reply Letter and also other inconsistent company letters.

The attached company March 7, 2008 letter makes the contradiction that the company still has time to submit its required 30-day advance copy of its management position statement in regard to the shareholder proposal in Raytheon Company (February 13, 2008) although the company proxy materials go to the printer on March 25, 2008. The company made the following statement in its no action request that resulted in Raytheon Company (February 13, 2008):

Please be advised that Raytheon presently estimates that it will send its definitive proxy materials to a financial printer approximately on or about March 25, 2008, and we therefore respectfully request that the Staff act on the request set forth in this letter promptly.

For these reasons and the previous reasons it is requested that the staff find that this resolution cannot be omitted from the company proxy. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

Company sent a letter to the Proponent via email and DHL Overnight Delivery informing him that it had not received the required evidence of continuous share ownership and requesting that he cure this deficiency (the "Deficiency Notice"). See Exhibit B. DHL records confirm delivery of the Deficiency Notice to the Proponent at 10:30 AM on October 27, 2007. See Exhibit C. Under Rule 14a-8(f)(1), the Proponent had until November 12, 2007 to cure this deficiency. The Proponent offered no response within the required time period and, subsequently, ignored the Company's outstanding request in a separate email communication.¹

On numerous occasions the Staff has granted no-action relief when a proponent "appears not to have responded" to a company's "request for documentary support indicating that [the proponent] has satisfied the minimum ownership requirement for the one-year period required by [R]ule 14a-8(b)." Int'l Paper Co. (avail. Feb. 28, 2007); International Business Machines Corp. (avail. Dec. 5, 2006); General Motors Corp. (avail. Apr. 3, 2006); Intel Corp. (avail. Feb. 8, 2006); Crown Holdings, Inc. (avail. Jan. 27, 2005); Lucent Technologies, Inc. (avail. Nov. 26, 2003).

Because the Proponent has failed to respond to the Deficiency Notice by providing Raytheon with satisfactory evidence of his required share ownership, we ask that the Staff concur that Raytheon may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

In addition, we believe that portions of the Proposal could properly be excluded because they "impugn [the] character, integrity or personal reputation" of the CEO and various directors of Raytheon (Note (b) to Rule 14a-9) and are irrelevant to the subject matter of the Proposal. Indeed, the bullet-pointed assertions set forth in the Proponent's supporting statement, a smorgasbord of inflammatory snippets unrelated to the merits of the Proposal, suggest an overall purpose of personal vilification. However, in light of the clear basis for exclusion under Rule 14a-8(f)(1), we will not amplify on this basis for relief in this letter.

If you have any questions regarding this matter or require any additional information, please contact the undersigned at (781) 522-3036. Please be advised that Raytheon presently estimates that it will send its definitive proxy materials to a financial printer approximately on or about March 25, 2008, and we therefore respectfully request that the Staff act on the request set forth in this letter promptly. Pursuant to Rule 14a-8(j)(2), filed herewith are six

¹ On November 21, 2007, Raytheon received an email from the Proponent setting forth a revised version of the Proposal. See Exhibit D.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 6, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
4 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

Following the delivery of the broker letter to the company in accordance with Raytheon Company (February 13, 2008), the company failed to forward an opposition statement. Thus in the required publication of this proposal the company may not publish an opposition statement and this should be enforced.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

March 7, 2008

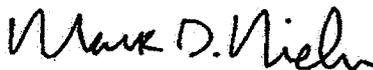
Division of Corporation Finance
Office of the Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Raytheon Company - File No. 1-13699
Letter from John Chevedden dated March 6, 2008
Regarding Special Shareholder Meetings Proposal

By letter dated March 6, 2008 (copy attached), John Chevedden notified the Staff of his belief that we are proscribed from publishing an opposition statement in our proxy statement with respect to his shareholder proposal dated October 17, 2007 and revised on November 21, 2007 (the "Proposal") because we have not yet forwarded such opposition statement to him. We are not sure why Mr. Chevedden is under that impression, but he is wrong.

By supplemental letter dated March 6, 2008, we have requested the Staff's view that we may exclude the Proposal pursuant to Rule 14a-8(i)(3). In the event that the Staff does not concur with our view, we intend to provide an opposition statement to Mr. Chevedden no later than 30 days before we file our definitive proxy statement, as required by Rule 14a-8.

Very truly yours,



Mark D. Nielsen
Vice President - Legal
Corporate Governance

cc: John Chevedden

March 11, 2008

Division of Corporation Finance
Office of the Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

RECEIVED
2008 MAR 12 AM 11:30
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

Re: Raytheon Company - File No. 1-13699
Omission of Shareholder
Proposal re: Special Meeting of Stockholders Pursuant to Rule 14a-8(i)(3)
Our Original Letter dated December 20, 2007
Further Correspondence

Ladies and Gentlemen:

By our letter dated December 20, 2007, we requested the Staff's concurrence in our view that a shareholder proposal by John Chevedden dated October 17, 2007 and revised on November 21, 2007 (the "Proposal") could be excluded from our upcoming annual proxy statement. In addition to our letter of December 20, 2007, you also received letters regarding the Proposal from us dated January 7, 2008, January 15, 2008, March 6, 2008 and March 7, 2008, and from Mr. Chevedden dated December 27, 2007, January 8, 2008, January 16, 2008, March 7, 2008, a second letter dated March 7, 2008 (copy attached) (the "Second Chevedden March 7 Letter") and March 10, 2008 (copy attached).

We write today in response to the Second Chevedden March 7, 2008 Letter to reiterate to the Staff that our initial letter to the Staff was submitted within the time period set forth in Rule 14a-8 and that our supplemental letter clarified that it was submitted later due to the subsequent publication of a Staff no-action letter dated January 31, 2008 to Safeway Inc., in which the Staff agreed that there was some basis for Safeway's view that it could exclude an identical proposal by the same proponent (in effect) under Rule 14a-8(i)(3), as vague and indefinite. We believe that the initial letter did not preclude a subsequent request for no-action by the Staff on other grounds, in light of the new development in the Safeway matter, nor do we view prior correspondence as concluding this matter.

We also advise the Staff that, while we previously indicated that we estimated sending our definitive proxy materials to the financial printer on or about March 25, 2008, we have revised our internal deadlines and currently estimate that we will file our definitive proxy materials with the Commission on or about April 21, 2008. Accordingly, we have

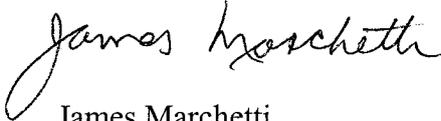
Securities and Exchange Commission

Page 2

March 11, 2008

sufficient time to submit to Mr. Chevedden the required 30-day advance copy of management's position statement in regard to the shareholder proposal, and we currently intend to do so.

Very truly yours,

A handwritten signature in cursive script that reads "James Marchetti".

James Marchetti
Senior Counsel

cc: John Chevedden

JGM/cjw

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 7, 2008 p.m.

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
6 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

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From: Mark D Nielsen <Mark_D_Nielsen@raytheon.com>
Date: Fri, 7 Mar 2008 17:12:23 -0500
To: *** FISMA & OMB Memorandum M-07-16 ***
Subject: Nielsen, Mark D is out of the office.

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I will respond to your message when I return.

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[STAFF REPLY LETTER]

February 13, 2008

Response of the Office of Chief Counsel Division of Corporation Finance

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Sincerely,

/s/

Greg Belliston

Special Counsel

Additionally following the delivery of the broker letter to the company in accordance with Raytheon Company (February 13, 2008), the company failed to forward a proxy opposition statement to the proponent.

For these reasons and the previous reasons it is requested that the staff find that this resolution cannot be omitted from the company proxy. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 10, 2008

Office of Chief Counsel
Division of Corporation Finance
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Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

Division of Corporation Finance
Office of the Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549
December 20, 2007
Page 2

Company sent a letter to the Proponent via email and DHL Overnight Delivery informing him that it had not received the required evidence of continuous share ownership and requesting that he cure this deficiency (the "Deficiency Notice"). See Exhibit B. DHL records confirm delivery of the Deficiency Notice to the Proponent at 10:30 AM on October 27, 2007. See Exhibit C. Under Rule 14a-8(f)(1), the Proponent had until November 12, 2007 to cure this deficiency. The Proponent offered no response within the required time period and, subsequently, ignored the Company's outstanding request in a separate email communication.¹

On numerous occasions the Staff has granted no-action relief when a proponent "appears not to have responded" to a company's "request for documentary support indicating that [the proponent] has satisfied the minimum ownership requirement for the one-year period required by [R]ule 14a-8(b)." Int'l Paper Co. (avail. Feb. 28, 2007); International Business Machines Corp. (avail. Dec. 5, 2006); General Motors Corp. (avail. Apr. 3, 2006); Intel Corp. (avail. Feb. 8, 2006); Crown Holdings, Inc. (avail. Jan. 27, 2005); Lucent Technologies, Inc. (avail. Nov. 26, 2003).

Because the Proponent has failed to respond to the Deficiency Notice by providing Raytheon with satisfactory evidence of his required share ownership, we ask that the Staff concur that Raytheon may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

In addition, we believe that portions of the Proposal could properly be excluded because they "impugn [the] character, integrity or personal reputation" of the CEO and various directors of Raytheon (Note (b) to Rule 14a-9) and are irrelevant to the subject matter of the Proposal. Indeed, the bullet-pointed assertions set forth in the Proponent's supporting statement, a smorgasbord of inflammatory snippets unrelated to the merits of the Proposal, suggest an overall purpose of personal vilification. However, in light of the clear basis for exclusion under Rule 14a-8(f)(1), we will not amplify on this basis for relief in this letter.

If you have any questions regarding this matter or require any additional information, please contact the undersigned at (781) 522-3036. Please be advised that Raytheon presently estimates that it will send its definitive proxy materials to a financial printer approximately on or about March 25, 2008, and we therefore respectfully request that the Staff act on the request set forth in this letter promptly. Pursuant to Rule 14a-8(j)(2), filed herewith are six

¹ On November 21, 2007, Raytheon received an email from the Proponent setting forth a revised version of the Proposal. See Exhibit D.

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 6, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
4 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

Following the delivery of the broker letter to the company in accordance with Raytheon Company (February 13, 2008), the company failed to forward an opposition statement. Thus in the required publication of this proposal the company may not publish an opposition statement and this should be enforced.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

March 7, 2008

Division of Corporation Finance
Office of the Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Raytheon Company - File No. 1-13699
Letter from John Chevedden dated March 6, 2008
Regarding Special Shareholder Meetings Proposal

By letter dated March 6, 2008 (copy attached), John Chevedden notified the Staff of his belief that we are proscribed from publishing an opposition statement in our proxy statement with respect to his shareholder proposal dated October 17, 2007 and revised on November 21, 2007 (the "Proposal") because we have not yet forwarded such opposition statement to him. We are not sure why Mr. Chevedden is under that impression, but he is wrong.

By supplemental letter dated March 6, 2008, we have requested the Staff's view that we may exclude the Proposal pursuant to Rule 14a-8(i)(3). In the event that the Staff does not concur with our view, we intend to provide an opposition statement to Mr. Chevedden no later than 30 days before we file our definitive proxy statement, as required by Rule 14a-8.

Very truly yours,



Mark D. Nielsen
Vice President - Legal
Corporate Governance

cc: John Chevedden

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 12, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
8 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

The impromptu untimely company March 6, 2008 serial no action request even failed to provide any precedent for the Staff to consider a company serial no action request after a company's first no action request on the very same proposal did not receive Staff concurrence as follows:

[STAFF REPLY LETTER]

February 13, 2008

Response of the Office of Chief Counsel Division of Corporation Finance

Re: Raytheon Company Incoming letter dated December 20, 2007

The proposal relates to special meetings.

Rule 14a-8(b) requires that a proponent have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year prior to submitting the proposal. The proponent was required to provide a written statement from the record holder verifying that the proponent continuously owned the securities for a period of one year as of the time he submitted the proposal. We note, however, that Raytheon failed to inform the proponent of what would constitute appropriate documentation under rule 14a-8(b) in Raytheon's request for additional information from the proponent. Accordingly, unless the proponent provides Raytheon with appropriate documentary support of ownership, within seven calendar days after receiving this letter, we will not recommend enforcement action to the Commission if Raytheon omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

/s/

Greg Belliston

Special Counsel

Such an attempted evergreen no action process for companies is particularly prejudicial to shareholders. The company does not elaborate on any purported justification for this attempted practice by discussing whether it could later claim it additionally has a right to submit a third no action request on this very same proposal following a second Staff Reply Letter since the company now advises that its proxy filing date has been extended and at this time of year there is a large volume of Staff Reply Letters upon which to base impromptu no action requests.

For these reasons and the previous reasons it is requested that the staff find for the second time that this resolution cannot be omitted from the company proxy. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 18, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
9 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

If a company is permitted to receive consideration for a second no action request on the same proposal after its first no action request did not receive Staff concurrence, then it would only be fair that the shareholder should have a corresponding second chance opportunity to revise text in the "Resolved" statement.

It is also possible that the company should have advised shareholders of a new due for rule 14a-8 proposals since its annual meeting proxy filing was postponed from March 25, 2008 to April 21, 2008 with no reason given.

Had the due date for this proposal been postponed, revised text would have been submitted and was in fact submitted to at least one other company on this very same topic.

The impromptu untimely company March 6, 2008 serial no action request even failed to provide any precedent for the Staff to consider a company serial no action request after a company's first no action request on the very same proposal did not receive Staff concurrence as follows:

[STAFF REPLY LETTER]

February 13, 2008

Response of the Office of Chief Counsel Division of Corporation Finance

Re: Raytheon Company Incoming letter dated December 20, 2007

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Rule 14a-8(b) requires that a proponent have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year prior to submitting the proposal. The proponent was required to provide a written statement from the record

holder verifying that the proponent continuously owned the securities for a period of one year as of the time he submitted the proposal. We note, however, that Raytheon failed to inform the proponent of what would constitute appropriate documentation under rule 14a-8(b) in Raytheon's request for additional information from the proponent. Accordingly, unless the proponent provides Raytheon with appropriate documentary support of ownership, within seven calendar days after receiving this letter, we will not recommend enforcement action to the Commission if Raytheon omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

/s/

Greg Belliston

Special Counsel

Such an attempted evergreen no action process for companies is particularly prejudicial to shareholders. The company does not elaborate on any purported justification for this attempted practice by discussing whether it could later claim it additionally has a right to submit a third no action request on this very same proposal following a second Staff Reply Letter since the company now advises that its proxy filing date has been extended and at this time of year there is a large volume of Staff Reply Letters upon which to base impromptu no action requests.

For these reasons and the previous reasons it is requested that the staff find for the second time that this resolution cannot be omitted from the company proxy. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

March 20, 2008

Division of Corporation Finance
Office of Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

RECEIVED
2008 MAR 24 AM 11:36
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

Re: Raytheon Company – File No. 1-13699
Omission of Shareholder Proposal Pursuant to Rule 14a-8-(i)(3)
J. Chevedden - Special Shareholder Meetings

Ladies and Gentlemen:

By our letter dated December 20, 2007 (the “Initial Letter”), we requested the Staff’s concurrence in our view that we could exclude from our upcoming Proxy Statement the proposal by John Chevedden set forth below (the “Proposal”). The Staff did not entirely agree with the procedural grounds for exclusion set forth in the Initial Letter, as stated in the Staff’s letter dated February 13, 2008.

The text of Mr. Chevedden’s Proposal follows:

“RESOLVED, Special Shareholder Meetings, Shareholders ask our board to amend our bylaws and any other appropriate governing documents in order that there is no restriction on the shareholder right to call a special meeting, compared to the standard allowed by applicable law on calling a special meeting.”

By letter of March 6, 2008, we made an additional request to exclude the Proposal on a different, substantive ground, *i.e.*, that it could be excluded under Rule 14a-8(i)(3) as vague and indefinite. This second request was prompted by our learning of a Staff no-action letter to *Safeway Inc.* (Jan. 31, 2008) in which the Staff agreed that an identical proposal by the same proponent could be excluded on that basis.

We write today to state that we have become aware of two further no-action letters that are substantially identical to the *Safeway Inc.* letter - *Schering-Plough Corp.* (Feb. 22, 2008) and *Exxon Mobil Corporation* (Jan. 28, 2008). Like the *Safeway Inc.* letter, these express the Staff’s concurrence that an identical proposal by the same Proponent may be excluded on essentially the grounds set forth in our March 6, 2008 letter.

Division of Corporation Finance
Office of Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549
March 20, 2008
Page 2

We reiterate the waiver request set forth in our March 6, 2008 letter with respect to the 80-day requirement of Rule 14a-8(j)(1), and once again request the Staff's concurrence in our view that the Proposal may be excluded from our upcoming Proxy Statement.

Finally, we wish to mention one separate, subsidiary matter: We were copied on a letter dated March 18, 2008 by the Proponent to the Staff (attached). In this letter, Proponent asserts that it is "possible" that the Company should have advised shareholders of a new due date for Rule 14a-8 proposals, since its annual meeting proxy filing was "postponed." Proponent may be referring to Rule 14a-8(e)(2), which creates an exception to the general rule for timeliness if an issuer has changed the date of the current year's annual meeting by more than 30 days from the date of the previous year's meeting. That exception does not apply, as Raytheon has not changed the date of its 2008 annual meeting by more than 30 days from the date of its 2007 meeting.

If you have any questions regarding this matter or require any additional information, please contact our special counsel, Michael P. O'Brien of Bingham McCutchen LLP, at (617) 951-8302. If the Staff disagrees with any of the conclusions set forth above, please contact the undersigned prior to the issuance of a written response.

Very truly yours,



Mark D. Nielsen

cc: John Chevedden

Enclosures

March 18, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
9 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

If a company is permitted to receive consideration for a second no action request on the same proposal after its first no action request did not receive Staff concurrence, then it would only be fair that the shareholder should have a corresponding second chance opportunity to revise text in the "Resolved" statement.

It is also possible that the company should have advised shareholders of a new due for rule 14a-8 proposals since its annual meeting proxy filing was postponed from March 25, 2008 to April 21, 2008 with no reason given.

Had the due date for this proposal been postponed, revised text would have been submitted and was in fact submitted to at least one other company on this very same topic.

The impromptu untimely company March 6, 2008 serial no action request even failed to provide any precedent for the Staff to consider a company serial no action request after a company's first no action request on the very same proposal did not receive Staff concurrence as follows:

[STAFF REPLY LETTER]

February 13, 2008

Response of the Office of Chief Counsel Division of Corporation Finance

Re: Raytheon Company Incoming letter dated December 20, 2007

The proposal relates to special meetings.

Rule 14a-8(b) requires that a proponent have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year prior to submitting the proposal. The proponent was required to provide a written statement from the record

holder verifying that the proponent continuously owned the securities for a period of one year as of the time he submitted the proposal. We note, however, that Raytheon failed to inform the proponent of what would constitute appropriate documentation under rule 14a-8(b) in Raytheon's request for additional information from the proponent. Accordingly, unless the proponent provides Raytheon with appropriate documentary support of ownership, within seven calendar days after receiving this letter, we will not recommend enforcement action to the Commission if Raytheon omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

/s/

Greg Belliston

Special Counsel

Such an attempted evergreen no action process for companies is particularly prejudicial to shareholders. The company does not elaborate on any purported justification for this attempted practice by discussing whether it could later claim it additionally has a right to submit a third no action request on this very same proposal following a second Staff Reply Letter since the company now advises that its proxy filing date has been extended and at this time of year there is a large volume of Staff Reply Letters upon which to base impromptu no action requests.

For these reasons and the previous reasons it is requested that the staff find for the second time that this resolution cannot be omitted from the company proxy. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

March 21, 2008

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Raytheon Company (February 13, 2008)
10 Raytheon Company (RTN)
Shareholder Position on Company No-Action Request
Rule 14a-8 Proposal: Special Shareholder Meetings
John Chevedden

Ladies and Gentlemen:

The company has yet to provide any precedent for it to receive consideration for a second no action request on the very same proposal after its first no action request did not receive Staff concurrence.

Failure to supply any precedent at this late date could indicate that there is no such precedent. However if the company does ultimately supply a purported precedent at some later date, the proponent would be prejudiced in having adequate time to respond due to the untimeliness of the company's second no action request which was furthermore incomplete regarding precedents when it was submitted.

For these reasons and the previous reasons it is requested that the staff find for the second time that this resolution cannot be omitted from the company proxy. It is also respectfully requested that the shareholder have the last opportunity to submit material in support of including this proposal – since the company had the first opportunity.

Sincerely,

John Chevedden

cc:

Mark D. Nielsen <Mark_d_nielsen@raytheon.com>