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RAYTHEON CO/ Form 13F-HR October 28, 2011

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

FORM 13F

FORM 13F COVER PAGE										
Report for the Calendar Year or Quarter Ended: September 30, 2011										
Check here if Amendment [_]; Amendment Number: This Amendment (Check only one.): [_] is a restatement.										
Institutional Investment Manager Filing This Report:										
Name: Address:	Benefit Plans	870 Winter Street								
Form 13F File Number: 028-14386										
The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables are considered integral parts of this form.										
Person Signing this Report on Behalf of Reporting Manager:										
Name: Paula J. Sasso Title: Senior Manager, Pension Operations & Compliance Phone: 781-522-5168										
Signature, Place, and Date of Signing:										
	/ Paula J. Sasso		October 27, 2011							
	[Signature]		[Date]							
Report Type (Check only one):										
[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)										
	_] 13F NOTICE. (Check here if no holdings are in this report, and all holdings are reported by other reporting manager(s).)									
repo	] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)									

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Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 32

Form 13F Information Table Value Total: \$2,220,149

(thousands)

List of Other Included Managers: NONE

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## FORM 13F INFORMATION TABLE

COLUMN 1					COLUMN 5			
NAME OF ISSUER	TITLE OF CLASS	CUSIP		(X1000)	PRN AMT	PRN	CALL	DISCR
CDDD DADCIAVO CADITAL 1 2 MONT	ETF	701613600	ċ	15,202	221 567	CII		SO
	ETF							
DREYFUS CASH MGMT FUND	ETF ETF	013091000	۲	7,411	227,310	SII		SO
ISHARES BARCLAYS TIPS BOND FUND	LIC	464007176	ې د	0 010	-	SII		SO
ISHARES BARCLAYS AGGREGATE BON	ETF ETF	464287176	Ş A	9,918	86,206	SH		SO
	EIF	464287226	\$ \$	9,918 102,875 8,595	932,346	SH		
ISHARES IBOXX \$ HIGH YIELD CORE	ETF	464288313	Ş A	67,193	105,721	SH		SO
ISHARES IBOXX INVESTMENT GRADE	ETF	464287242	۶	67,193	599,410	SH		SO
				334,647				SO
ISHARES DOW JONES SELECT DIVID	ETF	464287168	\$	78,359	1,666,159	SH		SO
ISHARES MSCI EAFE INDEX FUND	ETF	464287465	\$	43,535	935,849	SH		SO
ISHARES MSCI SINGAPORE INDEX F	ETF	464286673	Ş	11,819	1,107,764	SH		SO
	ETF	464286699	\$	4,598 17,672 92,061	317,598	SH		SO
	ETF	464287606	\$	17 <b>,</b> 672	206,963	SH		SO
ISHARES RUSSELL 1000 INDEX FUN	ETF	464287622	\$	92 <b>,</b> 061	1,518,413	SH		SO
ISHARES RUSSELL 1000 GROWTH IN				54,768				SO
ISHARES RUSSELL MIDCAP INDEX FUND				86,151				SO
ISHARES RUSSELL 3000 INDEX FUND	ETF	464287689	\$	8,487	131,734	SH		SO
ISHARES DOW JONES US REAL ESTA	ETF	464287739	\$	52,120	1,081,563	SH		SO
ISHARES DOW JONES US TELECOMMU	ETF	464287713	\$	13,446	685,000	SH		SO
SPDR S&P MIDCAP 400 ETF TRUST	ETF	78467Y107	\$	168,811	1,246,850	SH		SO
MARKET VECTORS - AGRIBUSINESS	ETF	57060U605	\$	13,446 168,811 20,304	494,029	SH		SO
OIL SERVICES HOLDERS TRUST	ETF	678002106	\$	7,210	72,500	SH		SO
SPDR DOW JONES INTERNATIONAL R				11,263				SO
SPDR S&P 500 ETF TRUST				779,709				SO
VANGUARD MSCI EAFE EFT				15,465				SO
VANGUARD MSCI EUROPEAN ETF				12,711				SO
VANGUARD TOTAL STOCK MARKET ET	ETF	922908769	Ś	17 710	317 450	SH		SO
	ETF	922900709	¢	17,710 14,749 56,324	419 025	CH		SO
	ETF	012607506	ċ	14,749	906 010	SII		SO
INDUSTRIAL SELECT SECTOR SPDR	DIE	013607704	ې خ	53,664	1 001 604	OII		SO
				45,793				
CONSUMER STAPLES SELECT SECTOR	ETF				1,300,00/	SП		SO
			\$2	,220,149.00				