



Biography

Jay Stephens is senior vice president and corporate secretary of Raytheon Company (NYSE:RTN). He is a member of Raytheon's senior leadership team and participates in the operational management and strategic planning of the company. Raytheon Company, with 2014 sales of \$23 billion and 61,000 employees worldwide, is a technology and innovation leader specializing in defense, security and civil markets throughout the world. Raytheon is headquartered in Waltham, Mass.

From 2002 to 2015, Stephens was general counsel of Raytheon, providing leadership for the company's legal and regulatory affairs, ethics and compliance programs, and corporate governance activities. He was also responsible for corporate staff activities in the areas of real estate, risk management, safety and environmental quality.

Stephens has served in a variety of senior executive, leadership and legal positions in both government service and in the private sector. Prior to joining Raytheon, he served as Associate Attorney General of the United States. He was appointed to that position by the president following Senate confirmation. In that position, he had primary responsibility for providing leadership and policy oversight for the civil components of the Department of Justice. These included the Antitrust, Civil, Civil Rights, Environment and Natural Resources, Justice Programs and Tax divisions of the Department.

Before becoming Associate Attorney General, Stephens was corporate vice president and deputy general counsel for Honeywell International. There, he served as the senior legal officer for a number of the company's diversified businesses, led the company's litigation and regulatory functions and chaired its integrity and compliance program.

From 1993 to 1997, Stephens was a partner in the Washington, D.C., office of the law firm of Pillsbury, Madison and Sutro, where his practice focused on complex litigation, regulatory matters and corporate governance issues. He also served as co-managing partner of the firm's Washington office.

In 1988, Stephens was appointed by the president following Senate confirmation to serve as the U.S. attorney for the District

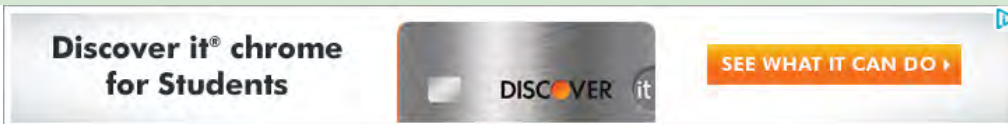
of Columbia. For five years he provided leadership, policy guidance and litigation oversight for the nation's largest federal prosecutor's office, which investigated and prosecuted cases involving public corruption, terrorism, national security matters, fraud, narcotics and violent crime, and also represented the government in a variety of civil regulatory and litigation matters.

From 1986 to 1988, Stephens served in the White House as Deputy Counsel to President Reagan, where he was responsible for a wide range of legal policy and regulatory issues and for providing counsel and advice to the President and senior White House staff.

From 1973 to 1985, Stephens served in a variety of positions with the U.S. Department of Justice and in the private sector, including Principal Associate Deputy Attorney General, Assistant U.S. Attorney and Assistant Special Watergate Prosecutor. He also worked as an assistant general counsel with the Overseas Private Investment Corporation and as an associate with the Washington law firm of Wilmer Cutler & Pickering.

Stephens graduated from Harvard College magna cum laude and Phi Beta Kappa with a bachelor's degree in government, attended Oxford University on a Knox Fellowship, and earned his Juris Doctor degree cum laude from the Harvard Law School. Stephens currently serves on the board of directors of the New England Legal Foundation, the Atlantic Legal Foundation, the Washington Legal Foundation, and the National Association of Former United States Attorneys. Stephens also serves on the advisory board of the Georgetown Law School Corporate Counsel Institute, as well as on the General Counsel Committee of the National Center for State Courts, and as a trustee of the American Friends of New College, Oxford. In 2014, he was recognized by the National Law Journal as one of "America's 50 Outstanding General Counsel."

**Frank R. Jimenez replaced Jay Stephens as Raytheon's General Counsel on Jan. 19, 2015 ahead of Stephens' retirement from the company on March 31, 2015.*



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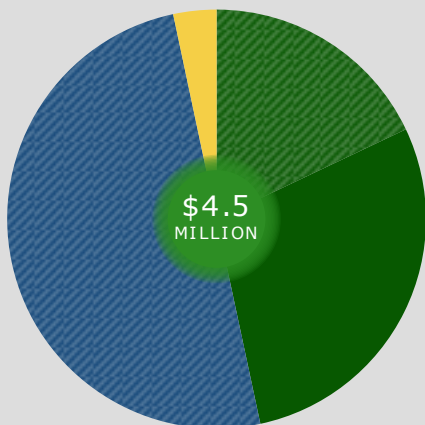
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Jay B. Stephens

Executive Compensation

As Senior Vice President, General Counsel and Secretary at RAYTHEON CO, Jay B. Stephens made \$4,531,162 in total compensation. Of this total \$813,666 was received as a salary, \$1,300,000 was received as a bonus, \$0 was received in stock options, \$2,266,641 was awarded as stock and \$150,855 came from other types of compensation. This information is according to proxy statements filed for the 2014 fiscal year.

Senior Vice President, General Counsel and Secretary
RAYTHEON CO



Fiscal Year Ended in 2014

View local and national averages for salaries

\$813,666	Base Pay
\$1,300,000	Bonus + Non-Equity Incentive Comp
\$2,113,666	Total Cash Comp
\$2,266,641	Stock Award Value
\$0	Opt on Award Value
\$2,266,641	Total Equity
\$150,855	Total Other

\$4,531,162 Total Compensation



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The chart on this page features a breakdown of the total annual pay for Jay B. Stephens , Senior Vice President, General Counsel and Secretary at RAYTHEON CO as reported in their proxy statements.

Total Cash Compensation information is comprised of yearly Base Pay and Bonuses. RAYTHEON CO income statements for executive base pay and bonus are filed yearly with the SEC in the edgar filing system. RAYTHEON CO annual reports of executive compensation and pay are most commonly found in the Def 14a documents.

Total Equity aggregates grant date fair value of stock and option awards and long term incentives granted during the fiscal year.

Other Compensation covers all compensation-like awards that don't fit in any of these other standard categories. Numbers reported do not include change in pension value and non-qualified deferred compensation earnings.

Other Executives at this Company

- William H. Swanson
- Thomas A. Kennedy
- David C. Wajsgras
- Richard R. Yuse
- Daniel J. Crowley

Jay B. Stephens

Base Pay \$813,666	Bonus + Incentive Comp \$1,300,000	Total Cash Compensation \$2,113,666
Stock Award Value \$2,266,641	Option Award Value \$0	Total Equity \$2,266,641
Total Other		

\$150,855

Total Compensation
\$4,531,162

Browse Executives by First Name

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z

Browse Companies by Company Name

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z #

This report is not for commercial use. Thorough reviews have been conducted to assure this data accurately reflects disclosures. However for a complete and definitive understanding of the pay practices of any company, users should refer directly to the actual, complete proxy statement.

Use of Data / Disclaimer

The information shown here is a reporting of information included in the company's proxy statement. The proxy statement includes footnotes and explanations of this information plus other information that is pertinent in assessing the overall value and appropriateness of the compensation information. For those interested in conducting a detailed compensation analysis, we recommend that you review the entire proxy statement. You may retrieve the full proxy statement by going to the Securities and Exchange Commission (SEC) website at www.sec.gov and entering the company's name and then looking in the first column for an entry of "Form DEF 14A" (or any similar code). You may also find the annual proxy statement by going directly to the company's website.

What is a proxy statement?

A proxy statement (or "proxy") is a form that every publicly traded U.S. company is required to file with the U.S. Securities & Exchange Commission (SEC) within 120 days after the end of its fiscal year. The proxy must be sent to every shareholder in advance of the company's annual shareholders meeting. All proxy statements are public filings made available to the general public by the SEC. The proxy statement's main purpose is to alert shareholders to the annual meeting and provide them information about the issues that will be voted on during the annual meeting, including decisions such as electing directors, ratifying the selection of auditors, and other shareholder-related decisions, including shareholder-initiated initiatives. Also, proxies must disclose specific detailed information regarding the pay practices for certain executives.

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Jay B. Stephens

Senior Vice President, General Counsel, and Corporate Secretary, Raytheon Company



Mr. Jay B. Stephens has been Senior Vice President and General Counsel at Raytheon Co. since October 2002 and as its Secretary since December 19, 2006. Mr. Stephens provides leadership for Raytheon Co.'s legal and regulatory affairs, ethics and compliance programs, and corporate governance activities. He is also responsible for corporate staff activities in the areas of real estate, risk management, and safety and environmental

quality. He is a member of Raytheon's senior leadership team and participates in the operational management and strategic planning of Raytheon Co. Prior to Raytheon, Mr. Stephens was an Associate Attorney General of the United States from January 2002 to October 2002. He served as a Corporate Vice President and Deputy General Counsel for Honeywell International (formerly AlliedSignal) from 1997 to 2001. From 1993 to 1997, he was a partner in the Washington office of the law firm of Pillsbury, Madison & Sutro (now Pillsbury and Winthrop). He served as United States Attorney for the District of Columbia from 1988 to 1993. From 1986 to 1988, he served in the White House as Deputy Counsel to the President, has primary responsibility for providing leadership and policy oversight for the civil components of the Department of Justice and these included the Antitrust, Civil, Civil Rights, Environment and Natural Resources, Justice Programs, and Tax Divisions of the Department. He served in a variety of senior executive, leadership, and legal positions in both government service and in the private sector. From 1993 to 1997, he was a partner in the Washington, D.C., office of the law firm of Pillsbury, Madison and Sutro where his practice focused on complex litigation, regulatory matters & corporate governance issues and he also served as co-managing partner of its Washington office. In 1988, he was appointed by the President following Senate confirmation to serve as the United States Attorney for the District of Columbia. For five years he provided leadership, policy guidance and litigation oversight for the nation's largest federal prosecutor's office which investigated and prosecuted cases involving public corruption, terrorism, national security matters, fraud, narcotics and violent crime and also represented the government in a variety of civil regulatory and litigation matters. From 1973 to

1985, he served in a variety of positions with the U.S. Department of Justice and in the private sector including Principal Associate Deputy Attorney General, Assistant United States Attorney, and Assistant Special Watergate Prosecutor. He also worked as an Assistant General Counsel with the Overseas Private Investment Corporation and as an associate with the Washington law firm of Wilmer Cutler & Pickering. He serves on the Boards of Directors of the National Legal Foundation for the Public Interest and the New England Legal Foundation. Mr. Stephens graduated from Harvard College magna cum laude with a bachelor's degree in government, attended Oxford University on a Knox Fellowship, and earned his J.D. degree cum laude from the Harvard Law School in 1973.

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Jay B. Stephens Joins Kirkland & Ellis in Washington DC

By [Editor](#) Filed in [News](#) February 3rd, 2016 @ 8:39 pm

Jay B. Stephens has joined Kirkland & Ellis in its Washington, D.C. office.



Jay Stephens

“During his distinguished career in government, private practice and business, Jay Stephens has earned an impeccable reputation as a trusted lawyer, business advisor and leader,” said Jeffrey C. Hammes, chairman of Kirkland’s Global Management Executive Committee. “His experience handling the most complex and wide-ranging litigation, regulatory and corporate governance issues will be a tremendous asset to our Firm and to our clients facing complicated litigation and increasing compliance and regulatory obligations.”

Stephens joins Kirkland from Raytheon Company, where he served as Senior Vice President, General Counsel and Corporate Secretary from 2002 to 2015.

In his role as general counsel, Stephens led the company’s legal and regulatory affairs, ethics and compliance programs, and corporate governance activities.

He also oversaw corporate staff activities in the areas of risk management, safety and environmental quality.

He retired from Raytheon in June, and served as a senior adviser to the company until the end of 2015.

Prior to joining Raytheon, Stephens was the Associate Attorney General of the United States, where he provided leadership and policy oversight for the civil components of the U.S. Department of Justice, including the Antitrust, Civil, Civil Rights, Environment and Natural Resources, and Tax divisions.

He also served as the U.S. Attorney for the District of Columbia from 1988 to 1993, where he led the nation's largest federal prosecutor's office, and as White House Deputy Counsel to President Ronald Reagan from 1986 to 1988.

Before becoming the Associate Attorney General, Mr. Stephens served as Corporate Vice President and Deputy General Counsel for Honeywell International.

Prior to joining Honeywell, he was a partner in the Washington, D.C., office of Pillsbury Madison & Sutro LLP, and a co-managing partner of the firm's Washington office.

Earlier in his career he served in a variety of positions in the Department of Justice and in the private sector, including Principal Associate Deputy Attorney General, Assistant U.S. Attorney and Assistant Special Watergate Prosecutor.

“Jay Stephens is a preeminent lawyer of his generation,” said Mark Filip, government, regulatory and internal investigations partner and a member of Kirkland's Global Management Executive Committee. “He has successfully handled such a broad range of important matters, as a longtime leader at Raytheon, and at the U.S. Justice Department in his many public service roles, and he will be a great asset to our clients and their leaders. We are thrilled he has joined our government investigations team.”

“Jay is one of the most respected lawyers in Washington, and has worked on some of the most challenging issues — for public companies and the government — over the years. We are thrilled that he has decided to join us, and to work together in addressing our clients' needs,” said Eugene Assaf, a Washington, D.C.-based litigation partner and a member of Kirkland's Global Management Executive Committee.



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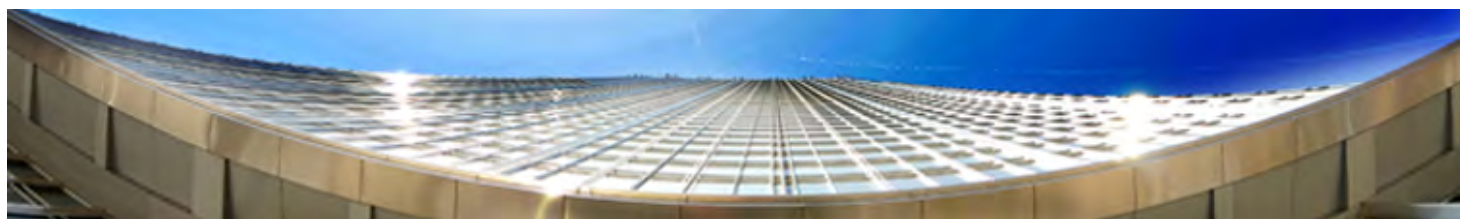
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EDUCATION

[Harvard Law School, J.D.](#)
[cum laude](#)
[New College, Oxford University](#)
[Philosophy-Politics-Economics](#)
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[Harvard College, B.A.](#)
[Government, magna cum laude](#)

Professional Profile

Jay B. Stephens is Of Counsel in the Washington, D.C. office of Kirkland & Ellis LLP. He practices in collaboration with attorneys across the Firm to support client engagements by counseling boards and senior management on corporate governance, transactional, and enforcement matters; by advising clients regarding complex internal investigations, compliance issues and regulatory enforcement strategies; and by contributing to the sound resolution of regulatory and litigation disputes.

Jay has served in a variety of senior executive, leadership, and legal positions in government service, business enterprise, and private practice. His significant leadership experience in law, business, and government service gives him a foundation from which to provide sound advice and creative solutions for complex governance, regulatory compliance, global business, and dispute resolution matters. He has served in senior leadership positions in the White House, the Department of Justice, global business enterprises, and major international law firms. He has hands-on operational experience advising in the board room, litigating in the courtroom, negotiating in the conference room, and collaborating with teams of talented colleagues to achieve positive results. For the past more than 12 years, he served as Senior Vice President, General Counsel, and Corporate Secretary of Raytheon Company, a global enterprise with businesses in defense technologies, intelligence, and cybersecurity. As a member of Raytheon's senior leadership team, he participated in the operational management and strategic planning of the company. In his role as General Counsel, Jay led the company's legal and regulatory affairs, ethics and compliance programs, and corporate governance activities. He also supervised corporate staff activities in the areas of risk management, safety, and environmental quality. Under his leadership, the company received national recognition for its outstanding governance, global compliance, safety, environmental sustainability, and ethical education programs.

Memberships & Affiliations

Chair, Washington Legal Foundation Legal Policy Advisory Board
Board of Directors, New England Legal Foundation
Board of Directors, Atlantic Legal Foundation
Counsel to the Board of Directors and Past President, National Association of Former United States Attorneys
Advisory Board, Georgetown Law School Corporate Counsel Institute
Trustee, American Friends of New College, Oxford

Other Distinctions

Lifetime Achievement Award, NYSE Governance Services, 2015
Named one of "America's Outstanding General Counsel" by the National Law Journal, 2014

1st Annual John G.L. Cabot Award, New England Legal Foundation, 2014

Named to Corporate Counsel 100—The Legal 500 United States, 2013

Prior Experience

Raytheon Company, Senior Vice President, General Counsel and Corporate Secretary, 2002-2015

Associate Attorney General of the United States, 2001-2002

Honeywell International, Corporate Vice President and Deputy General Counsel, 1997-2001

Pillsbury, Madison and Sutro, Partner, 1993-1997

United States Attorney for the District of Columbia, 1988-1993

Deputy Counsel to President Reagan, 1986-1988

From 1973 to 1985, Jay served in a variety of positions with the United States Department of Justice and in the private sector, including Principal Associate Deputy Attorney General, Assistant United States Attorney, and Assistant Watergate Special Prosecutor. He also worked as an assistant general counsel with the Overseas Private Investment Corporation and as an associate with the Washington law firm of Wilmer Cutler & Pickering.



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On The Record: Jay B. Stephens

The Raytheon GC's career has touched many of the crucial legal and policy issues of our time—from the Watergate scandal to counterterrorism, anticorruption, national security, and global business matters. As he approaches retirement, he reflects on the milestones that have paved his career.

AS TOLD TO BRIAN BARTH ([HTTP://MODERN-COUNSEL.COM/ARTICLE_AUTHOR/BRIAN-BARTH/](http://modern-counsel.com/article_author/brian-barth/))

I grew up in northwest Iowa on a livestock and grain farm. From the time I was a teenager I knew I wanted to be a trial lawyer. Maybe I watched a little too much Perry Mason, but at the time, that show was my sense of who lawyers were. I imagined how I could have an impact in the world. I wanted to be engaged, to be a leader, so when I was 17, I got on the Illinois Central train that came through my little town, and headed off to Boston to attend Harvard.

The time I spent at the White House was intense and fascinating. In my first month there—this was in 1986—a nightclub in Germany was bombed by a group of Libyans. President Reagan then bombed Libya, and that triggered issues of war powers, which are still relevant today. I worked on developing the concept of undercover operations, and the burgeoning field of new federal law enforcement techniques. We handled a couple very significant cases, such as one involving the state judiciary in Chicago and one involving high-tech theft in Silicon Valley.

I've always appreciated the platform that law has provided me to be an advocate, right wrongs, deliver justice, and make a difference. Early in my career I had the opportunity to be an assistant special Watergate prosecutor. I was a young lawyer, so I had only a small part to play in the puzzle, but it was an interesting and wonderful opportunity to combine some of the threads of what it was that brought me into law and public policy. When I served as an assistant United States attorney, I tried dozens of cases, and I developed a sense of justice and fairness in the legal process. In the late '80s and early '90s, when I served as the United States Attorney for DC, we faced a huge challenge with violent crime, drugs, and gangs. There were hundreds of homicides a year. **The experience of vindicating the rights of victims and being an advocate for those who needed an advocate brought to fruition why I had gone to law school.** It was a chance to learn the meaning of justice and understand the importance of the legal process in reaching fair and balanced judgments.

I believe very strongly in maintaining your roots. I've worked for six attorneys general, three presidents, and several CEOs. Staying grounded and keeping your ego in check are important values for providing steady, strong advice and calm execution—especially when you're engaged with senior people making sometimes-contentious decisions that impact our country.

I've used my leadership to develop a culture of integrity. My more than 15 years in private business have given me a platform to help shape the direction and reputation of large public companies. Cultivating sound business conduct and meeting the responsibilities of corporate governance is something that I've found to be quite rewarding and in many ways has pulled together my experiences in national security and international affairs. In private practice, I worked much more in the arenas of prevention and compliance. At Raytheon, a considerable amount of my focus was on corporate governance.

The good thing about litigation is it helps you synthesize a broad set of facts to get to the nub of the issue. It's great training for understanding human behavior and human conduct. Understanding how people work together, what they do and why they do it, and where there can be dysfunction is very important.

My mantra has been to help others succeed, always to act with integrity, and to demonstrate courage. I've leveraged the impact I've made as an individual to extend on an organizational scale by developing a team of capable and talented people who are committed to a mission. **I feel that part of my legacy is creating that cadre of talented, motivated professionals.** Looking back, one of the joys I recall is having had the opportunity to hire several hundred professionals over the course of my career and seeing

many of them go on to do terrific work. From where I have sat, it's clear to me that leadership matters. Working together allows people to achieve great things. And character does make a difference.

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Raytheon Company (RTN:New York)

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Executive Profile*

Jay B. Stephens

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As of Fiscal Year 2014		

Background*

Mr. Jay B. Stephens served as an Senior Vice President of Raytheon Company from October 2002 to March 31, 2015 and as its Secretary since December 19, 2006 and served as its General Counsel from October 2002 to January 19, 2015. Mr. Stephens provides leadership for Raytheon's legal and regulatory affairs, ethics and compliance programs, and corporate governance activities. He is also responsible for corporate staff activities in the areas of real estate, risk management, and safety and environmental quality. He is a member of Raytheon's senior leadership team and participates in the operational management and strategic planning of Raytheon Company. Prior to Raytheon, Mr. Stephens was an Associate Attorney General of the United States from January 2002 to October 2002. He served as a Corporate Vice President and Deputy General Counsel for Honeywell International (formerly AlliedSignal) from 1997 to 2001. From 1993 to 1997, he was a Partner in the Washington office of the law firm of Pillsbury, Madison & Sutro (now Pillsbury and Winthrop). He served as United States Attorney for the District of Columbia from 1988 to 1993. From 1986 to 1988, he served in the White House as Deputy Counsel to the President, has primary responsibility for providing leadership and policy oversight for the civil components of the Department of Justice and these included the Antitrust, Civil, Civil Rights, Environment and Natural Resources, Justice Programs, and Tax Divisions of the Department. He served in a variety of senior executive, leadership, and legal positions in both government service and in the private sector. From 1993 to 1997, Mr. Stephens was a Partner in the Washington, D.C., office of the law firm of Pillsbury, Madison and Sutro where his practice focused on complex litigation, regulatory matters & corporate governance issues and he also served as co-managing partner of its Washington office. In 1988, he was appointed by the President following Senate confirmation to serve as the United States Attorney for the District of Columbia. For five years, Mr. Stephens provided leadership, policy guidance and litigation oversight for the nation's largest federal prosecutor's office which investigated and prosecuted cases involving public corruption, terrorism, national security matters, fraud, narcotics and violent crime and also represented the government in a variety of civil regulatory and litigation matters. From 1973 to 1985, he served in a variety of positions with the U.S. Department of Justice and in the private sector including Principal Associate Deputy Attorney General, Assistant United States Attorney, and Assistant Special Watergate Prosecutor. Mr. Stephens also worked as an Assistant General Counsel with the Overseas Private Investment Corporation and as an associate with the Washington law firm of Wilmer Cutler & Pickering. He serves on the Boards of Directors of the National Legal Foundation for the Public Interest and the New England Legal Foundation. Mr. Stephens graduated from Harvard College magna cum laude with a bachelor's degree in government, attended Oxford University on a Knox Fellowship, and

earned his J.D. degree cum laude from the Harvard Law School in 1973.

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NextAdvisor

Corporate Headquarters*

870 Winter Street
Waltham, Massachusetts 02451

United States

Phone: 781-522-3000

Fax: --

Board Members Memberships*

There is no Board Members Memberships data available.

Education*

Bachelor's Degree
Harvard College

Annual Compensation*

There is no Annual Compensation data available.

Stock Options*

There is no Stock Options data available.

Total Compensation*

There is no Total Compensation data available.

JD 1973
Harvard Law School

Unknown/Other Education
University of Oxford

Other Affiliations*

There is no Company Affiliations data available.

*Data is at least as current as the most recent Definitive Proxy.

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