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BOEING CO										
Form 4 March 13, 2008										
							OMB A	PPROVAL		
FORM 4	UNITED STAT					COMMISSION		3235-0287		
Check this box Washington, D.C. 20549						Expires:	January 31,			
if no longer subject to Section 16. Form 4 or	OF CHA	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per			
Form 4 orresponse0.5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,0.5obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Section0.5See Instruction30(h) of the Investment Company Act of 19401940										
(Print or Type Response	es)									
1. Name and Address of MCGEE HARRY	Symbol	2. Issuer Name and Ticker or Trading Symbol BOEING CO [BA]			5. Relationship of Reporting Person(s) to Issuer					
(Last) (Fin	First) (Middle) 3. Date of Earliest Transaction					(Check all applicable)				
100 N. RIVERSID 5003-1001	DE PLAZA, M/C	(Month/	Day/Year)			Director X Officer (givelow) Cor		% Owner her (specify er		
(Str	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
CHICAGO, IL 606	506	Filed(Me	onth/Day/Yea	r)			One Reporting P More than One R			
(City) (Sta						Person				
	ate) (Zip)	Tal	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Trans (Month/ (Month/	tion Date, if	Date, ifTransactionAcquired (A) or CodeDisposed of (D)uy/Year)(Instr. 8)(Instr. 3, 4 and 5)		(A) or of (D) and 5)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Report on a	separate line for ea	ch class of sec	urities bene	•	-	-				
				inform require	ation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of Derivative	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onSecurities Acquired (A)	Expiration Date	Underlying S
Security	or Exercise		any	Code	or Disposed of (D)	(Month/Day/Year)	(Instr. 3 and

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4, and 5)					
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title
Boeing Stock Units (1)	(2)	03/11/2008		М		1,398.97	<u>(3)</u>	(3)	Common
Deferred Compensation Units	<u>(5)</u>	03/11/2008		М	1,398.97 <u>(6)</u>		(7)	(7)	Common
Deferred Compensation Units	<u>(5)</u>	03/11/2008		А	349.74 (8)		(7)	(7)	Common

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MCGEE HARRY S III 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			Corporate Controller				
Signatures							
By: /s/ Mark R. Pacioni as Attorney-in-Fact		03/	13/2008				

**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) Boeing Stock Units (BSUs) are phantom stock units allocated to the reporting person's Boeing Stock Unit account under the Incentive Compensation Plan.
- (2) BSUs convert into common stock on a 1-for-1 basis if settled in stock.
- (3) BSUs vest and are payable in cash or stock three years after the award is granted.
- (4) Includes adjustments for dividends accrued.
- (5) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (6) BSUs deferred to the Deferred Compensation Stock Program at vesting.

Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or (7) cash. Company match contributions are payable in stock and are forfeited upon termination for any reason other than retirement, death,

- disability or layoff.
- (8) Company match to deferral of vested BSUs to Deferred Compensation Stock Program.

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.