**BOEING CO** Form 4 March 13, 2008

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Number:

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Downey Thomas J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

Symbol **BOEING CO [BA]** 

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

100 N. RIVERSIDE PLAZA, M/C

(State)

5003-1001

below) below) **SVP-Communications** 

(Check all applicable)

(Street) 4. If Amendment, Date Original

(7:-

Filed(Month/Day/Year)

03/11/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(C:+-)

(City)	(State)	(Zip) Tabl	e I - Non-I	<b>Derivative</b>	Securi	ities Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Cransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	
Common	03/11/2008		Code V M	Amount 826.39	(D) A	Price \$ 0	(Instr. 3 and 4) 10,128.39	D	
Common	03/11/2008		D	826.39 (1)	D	\$ 74.07	9,302	D	
Common							5,410.61	I	By 401(k)
Common							3,239.85 (2)	I	Career Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

### Edgar Filing: BOEING CO - Form 4

#### 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Boeing Stock Units (3)	<u>(4)</u>	03/11/2008		M	8	826.39	<u>(5)</u>	<u>(5)</u>	Common	826.39	;

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Downey Thomas J 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606

**SVP-Communications** 

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

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.

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