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BOEING C Form 4	0										
July 03, 200)8										
FORM	ЛЛ								PPROVAL		
	UNITED	STATES		RITIES A Ashington			E COMMISSIO	N OMB Number:	3235-028	37	
Check the if no lor subject Section Form 4	MENT OF	F CHAI	NGES IN SECUI	Expires: Estimated burden hou response	irs per						
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> COOK LINDA Z			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
			BOEING CO [BA]				(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director 10% Owner					
100 N. RIVERSIDE PLAZA, M/C 5003-1001			07/01/2008			Difficer (give title Other (specify below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
CHICAGO	, IL 60606						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tat	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securi nAcquirec Disposec (Instr. 3,	l (A) or l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ov	vned directly	or indirectly.				
					infor requi	mation cont ired to resp	spond to the colle tained in this forn 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	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	((Acquired or Dispos (D) (Instr. 3, 4 and 5)	sed of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	07/01/2008		А		497.02 (2)		(3)	(3)	Common	497.02	Q

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
COOK LINDA Z 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606	Х						
Signatures							
By: /s/ James C. Johnson, Attorney in Fact		07/0)3/2008				

Attorney-in-Fact
<u>**</u>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) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (2) Phantom stock units awarded or acquired in lieu of director cash compensation.
- (3) Phantom stock units accrued under The Boeing Company's Deferred Compensation Plan for Directors are to be settled in The Boeing Company common stock upon the reporting person's termination of services as a director.
- (4) Includes adjustments for dividends accrued.

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.