BOEING CO Form 4 March 10, 2005

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

may continue. See Instruction

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 30(h) of the Investment Company Act of 1940

response... 0.5

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * JAMIESON JAMES M

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

Director X_ Officer (give title

100 N. RIVERSIDE PLAZA, M/C

Common

(Month/Day/Year)

03/08/2005

10% Owner __ Other (specify

Sr. V.P., CTO

below)

5003-1001

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecuriti	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities oner Disposed (Instr. 3, 4 a	(A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	03/08/2005		Code V M	Amount 4,356.55	(D) A	Price \$ 0	4,356.55	D	
Common	03/08/2005		F	1,283.55	D	\$ 58.15	3,073	D	
C							10.057.77	т	Career

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

12,256.77

Ι

Shares

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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. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3 a	
	J						Date Exercisable	Expiration Date	Title
2002				Code V	(A)	(D)			
2003 Performance Shares	(1)	03/08/2005		M		4,356.55	(2)	02/23/2008	Comm
Boeing Stock Units	(3)	03/08/2005		M		3,141.44	<u>(4)</u>	<u>(4)</u>	Comm
Deferred Compensation Units	<u>(5)</u>	03/08/2005		A(6)	3,141.44		<u>(7)</u>	<u>(7)</u>	Comm
Deferred Compensation Units	<u>(5)</u>	03/08/2005		A(8)	785.36		<u>(7)</u>	<u>(7)</u>	Comm

Reporting Owners

Reporting Owner Name / Address	Relationships						
FS	Director	10% Owner	Officer	Other			
JAMIESON JAMES M							
100 N. RIVERSIDE PLAZA			C. V.D. CTO				
M/C 5003-1001		Sr. V.P., CTO					
CHICAGO, IL 60606							

Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact 03/10/2005

**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) Performance shares convert on 1 for 1 basis on vesting
- 2003 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified (2) period, the following dollar levels: 15% at \$42.38, 30% at \$45.41, 45% at \$48.43, 60% at \$51.46, 75% at \$54.49, 90% at \$57.51, 100% at \$60.54, 110% at \$63.57, 120% at \$66.59, and 125% at \$68.11.
- (3) Boeing Stock Units convert on a 1-for-1 basis if settled in stock
- (4) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs vest and are payable in cash or stock three years after the award.

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- (5) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (6) Boeing Stock Units 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 following termination for retirement, death, disability or layoff. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.
- (8) Company match to deferral of vested Boeing stock units 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.