**BOEING CO** Form 4 March 10, 2006

# FORM 4

### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations 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

**SECURITIES** 

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SOODIK BONNIE W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

**BOEING CO [BA]** 

(Check all applicable)

(First) (Middle) (Last)

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

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

100 N. RIVERSIDE PLAZA, M/C

(Street)

(Month/Day/Year)

03/10/2006

Sr. V.P., Internal Governance

5003-1001

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

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

CHICAGO, IL 60606

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securitie Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

#### Edgar Filing: BOEING CO - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired Disposed (Instr. 3, 5)		of (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Boeing Stock Units	(1)	03/10/2006		A	2,740.28		(2)	(2)	Common	2,740
Deferred Compensation Units	<u>(3)</u>	03/10/2006		A	411.04 (4)		<u>(5)</u>	<u>(5)</u>	Common	411.
Deferred Compensation Units	<u>(3)</u>	03/10/2006		A	102.76 (6)		<u>(5)</u>	<u>(5)</u>	Common	102.

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SOODIK BONNIE W 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606

Sr. V.P., Internal Governance

### **Signatures**

By: /s/ Mark R. Pacioni as Attorney-in-Fact 03/10/2006

\*\*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 convert on a 1-for-1 basis if settled in stock
- (2) 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.
- (3) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (4) Incentive Compensation Award deferred to the Deferred Compensation Plan
- Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or 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.
- (6) Employer match to ICP deferral under Deferred Compensation Plan.

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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