SWAIN DAVID O

Form 4

February 26, 2003

SEC Form 4

FORM 4	UNITI	UNITED STATES SECURITIES AND EXCHANGE COMMISSION							
[] Check this box if no lon subject to Section 16. Forn or Form 5 obligations may continue See Instruction 1(b).	STATE Filed pursuant to	Washington, D.C. 20549  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  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(f) of the Investment Company Act of 1940							
1. Name and Address of Reg Swain, David O.  (Last) (First) 100 N. Riverside Plaza M/C 5003-1001  (Street	2. Issuer Name and Ticker or Trading Symbol  The Boeing Company BA  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement (Month/Y February  5. If Amendi Date of O (Month/Y)	for ear) 6. F Issu  24, 2003  Ownent, riginal	elationship of Reporting Person(s) to er (Check all applicable)  Director10%  ner X Officer				
(City) (State				7. I F	Description Executive Vice President, Office of the Chairman and Chief Technology Officer  7. Individual or Joint/Group Filing (Check Applicable Line)  X Individual Filing Joint/Group Filing				
Table I - Non-Derivative	Securities Acquired, l	Disposed of, or I	Beneficially Own	ed					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acq Disposed (D) Of (Instr. 3, 4, and		5. Amount of Securities Beneficially Owned at End ofMonth (Instr. 3 and 4)	6. Owner- ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Pric	ce					
Common	02/24/2003	<b>A</b>	2,010   A	. 1	10,417	I (1)	Career Shares		
Common					3,230				
Common					27,601		Boeing 401(k) Plan		
Common					155	+	By PAYSOP		
Common					49,379	I	By Trust		

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

(over)

SEC 1474 (3-99)

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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### Form 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
nver- n or n or Percise ce of ri- ive Day/ Year)	Transaction Code and Voluntary (V) Code (Instr.8)	of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4	(Month/Day/Year)	Underlying Securities	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned at End of Month	10. Owner-ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
\$0.00 02/24/2003	Al	(A) 65,458		Common - 65,458		65,458	D	
\$0.00 0	2/24/2003	(Instr.8)  Code   V	(Instr. 8) (Instr. 3,4 and 5)	(Instr. 8) (Instr. 3,4 and 5) (DE)   (ED)	(Instr. 8) (Instr. 3,4 and 5) (DE)   (ED) (Code   V) (A) (Common -	(Instr. 8) (Instr. 3,4 and 5) (DE)   (ED) (Code   V (A) (A) (Common -	(Instr. 8) (Instr. 3,4 and 5) (DE)   (ED) (Code   V (A) (A) (Common -	(Instr. 8) (Instr. 3,4 and 5) (DE)   (ED) (Thickness of the control of the contro

Explanation of Responses:

### See attached statement

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

/s/ James C. Johnson, POA 2/26/2003

\*\* Signature of Reporting Person

Date

David O. Swain

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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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## Form 4 (continued)

# FOOTNOTE Descriptions for The Boeing Company BA Form 4 - February 24, 2003 David O. Swain 100 N. Riverside Plaza M/C 5003-1001 Chicago, IL 60606 Explanation of responses:

# Edgar Filing: SWAIN DAVID O - Form 4

(1) Includes adjustments for dividends

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