SWAIN DAVID O
Form 4
October 11, 2002
SEC Form 4

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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1. Name and Address of Reporting Person*
Swain, David O.

(Last) (First) (Middle)
The Boeing Company
100 N. Riverside Plaza, M/C 5003-1001

(Street)
Chicago, IL 60606--

(City) (State) (Zip)

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 for (Month/Year)
October 11, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other

Officer/Other Description **Executive Vice President, Chief Technology Officer**

7. Individual or Joint/Group Filing (Check Applicable Line)

X Individual Filing
__ Joint/Group Filing

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End ofMonth (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code | V	Amount | A/D | Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)
SEC 1474 (3-99)

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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	2. Conversion or Exercise	3. Transaction Date	4. Transaction	5. Number of Derivative	6. Date Exercisable(DE) and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial

(Instr. 3)	Price of Deri-vative Security	(Month/ Day/ Year)	Code and Voluntary (V) Code (Instr.8) Code | V	Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	Date(ED) (Month/Day/Year) (DE) | (ED)	Securities (Instr. 3 and 4)	Security (Instr.5)	Beneficially Owned at End of Month (Instr.4)	Form of Deriv-ative Security: Direct (D) or Indirect (I)	Ownership (Instr.4)
Deferred Compensation Units	**$0.0000**	**10/10/2002**	**A |**	**(A) 194.5500 (1)**		**Common - 0.0000**	**$30.8400**		**I**	**Deferred Compensation Stock Program**
Deferred Compensation Units	**$0.0000**	**10/10/2002**	**A |**	**(A) 48.6400 (2)**		**Common - 0.0000**		**63,674.9400 (3)**	**I**	**Deferred Compensation Stock Program**

Explanation of Responses :

** 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.

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.

By: James C. Johnson by POA

10-11-2002

** Signature of Reporting Person

Date

Power of Attorney

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FOOTNOTE Descriptions for The Boeing Company BA

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David O. Swain
The Boeing Company
100 N. Riverside Plaza, M/C 5003-1001
Chicago, IL 60606--

Explanation of responses:

(1) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.

(2) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.

(3) Includes adjustments for dividends accrued