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DOEINIC CO

Form 4										
March 10, 20								OMB A	PPROVAL	
FORM Check thi	UNITED	STATES		RITIES A			COMMISSION		3235-0287	
if no long	er STATEN	/FNT OI	F CHAN	NGES IN	Expires:	January 31, 2005				
subject to Section 10 Form 4 or	6.		SECUI	Estimated burden hou response	urs per					
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940										
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> JAMIESON JAMES M			2. Issuer Name and Ticker or Trading Symbol BOEING CO [BA]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (A	Middle)	3. Date of	of Earliest T	ransaction		(Che	ск ап аррпсаві	e)	
100 N. RIVERSIDE PLAZA, M/C 5003-1001			(Month/Day/Year) 03/10/2006				Director 10% Owner X Officer (give title Other (specify below) below) Sr. V.P., CTO			
			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 				
							Person			
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit inAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Repo	ort on a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly			
Kenninder, Kept	secon a separate mit	ior each ch	uss 01 sec		Perso inforn requir	ns who res nation cont ed to resp lys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	i 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. F
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Acquire or Disp (D) (Instr. 3 5)	osed of					(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Boeing Stock Units	<u>(1)</u>	03/10/2006		А	2,896	1	(2)	(2)	Common	2,896.1	

Reporting Owners

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

By: /s/ Mark R. Pacioni as 03/10/2006 Attorney-in-Fact **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
- Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs (2)vest and are payable in cash or stock three years after the award.

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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