#### **DUBERSTEIN KENNETH M**

Form 4 April 04, 2007

## FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

(Print or Type Responses)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* **DUBERSTEIN KENNETH M** 

(Zip)

2. Transaction Date 2A. Deemed

(First) (Middle) (Last)

THE DUBERSTEIN GROUP, INC., 2100 PENNSYLVANIA **AVENUE N.W., SUITE 500** 

(Street)

WASHINGTON, DC 20037

(State)

2. Issuer Name and Ticker or Trading

Symbol

**BOEING CO [BA]** 

3. Date of Earliest Transaction

(Month/Day/Year) 04/02/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Month/Day/Year) Execution Date, if Code Disposed of (D) (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) or

(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Issuer

below)

X\_ Director

Applicable Line)

5. Amount of

Securities

Following

Owned

Beneficially

Officer (give title

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Pr **Underlying Securities** 

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

SEC 1474

(9-02)

(D) or Indirect Beneficial

Estimated average

burden hours per

#### Edgar Filing: DUBERSTEIN KENNETH M - Form 4

| Security (Instr. 3)       | or Exercise Price of Derivative Security |            | any<br>(Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5) | A)                      | (Month/Day/Year)   |        | (Instr. 3 and 4)                    |   |
|---------------------------|--|------------|-------------------------|-----------------|--|-------------------------|--------------------|--------|-------------------------------------|---|
|                           |  |            |                         | Code V          | (A) (I   | (D) Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares | 3 |
| Phantom<br>Stock<br>Units | (1)                                      | 04/02/2007 |                         | A               | 649.39<br>(2)  | (3)                     | (3)                | Common | 649.39                              | g |

X

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUBERSTEIN KENNETH M THE DUBERSTEIN GROUP, INC. 2100 PENNSYLVANIA AVENUE N.W., SUITE 500 WASHINGTON, DC 20037

### **Signatures**

By: s/ James C. Johnson, Attorney-in-Fact 04/04/2007

\*\*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) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (2) Phantom stock units awarded or acquired in lieu of director cash compensation.
- (3) Phantom stock units accrued under The Boeing Company's Deferred Compensation Plan for Directors are to be settled in The Boeing Company common stock upon the reporting person's termination of services as a director.
- (4) Includes adjustments for dividends accrued.

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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