

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 of Month (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			

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

Albaugh, James F. - December 19, 2002

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

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[illegible]

Explanation of Responses :

** Intentional misstatements or omissions of facts **By: s/ James C. Johnson, POA**

constitute Federal Criminal Violations.

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

12-23-2002

**** Signature of Reporting Person**

Date _____

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

Power of Attorney

See Instruction 6 for procedure.

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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 - December 19, 2002

James F. Albaugh
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

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