

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).

Swain, David O. - January 30, 2003

[illegible]

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[illegible]

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).

/s/ James C. Johnson, POA
01/31/2003

**** Signature of Reporting Person**

Date _____

David O. Swain

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

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.

Swain, David O. - January 30, 2003

Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

Form 4 - January 30, 2003

David O. Swain
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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.

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