### KOELLNER LAURETTE T

Form 4

March 12, 2003

SEC Form 4

FORM 4		ED STATES SECURIT COMMISS Washington D	SION	EXCHANG	GE .	ON	MB APPROVAL		
[] Check this box if no lon subject to Section 16. Form or Form 5 obligations may continue See Instruction 1(b).	1 4 CTATE	Washington, D.C. 20549  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden					anuary 31, 2005		
		Section 16(a) of the Securities E Public Util any Act of 1935 or Section 30(f)	ity		/(u) or the		response 0.5		
1. Name and Address of Rep Koellner, Laurette T.		Issuer Name and Ticker or Trading Symbol	4. Statement (Month/Y	t for			porting Person(s) to		
(Last) (First) 100 N. Riverside Plaza M/C 5003-1001	(Middle)	The Boeing Company BA  3. I.R.S. Identification	March 10	March 10, 2003		Owner Director10%			
(Street) Chicago, IL 60606		Number of Reporting Person, if an entity (voluntary)	Date of O	5. If Amendment, Date of Original (Month/Year)		Other  Officer/Other Description  Exec Vice President,			
(City) (Stat	e) (Zip)				Admin. Of	e of the Chairman, Chief People and n. Officer ividual or Joint/Group			
					Filing (C <u>X</u> Individ	Check Appl	licable Line)		
Table I - Non-Derivative	Securities Acquired, I	Disposed of, or Beneficially Own	ned						
1. Title of Security (Instr. 3)	. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)  4. Securities Ac Disposed (D) O (Instr. 3, 4, and Instr. 3, 4, and Instruction 3, 4, and Instru	f	Securities Beneficially Owned at End ofMonth		m: ect(D) rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Code   V Amount   Pr	l A/D						
Reminder: Report on a sepa	rate line for each class o	f securities beneficially owned							
directly or indirectly.  * If the form is filed by more		·							
		SEC 1474 (3	over) -99)						
Form 4 (continued)	•	urette T March 10, 2	003						
Table II - Derivative Se	ecurities Acquired, Dis	posed of, or Beneficially Owner	i						

(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	Transaction Code and Voluntary (V) Code (Instr.8)	of Derivative	Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Amount of Underlying Securities	of	Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Boeing Stock Units	\$0.00	03/10/2003	Code   V  I (1)	(D) 3,846.44	(2)	Common - 3,846.44		11,667.01	D	
Deferred Compensation Units	\$0.00	03/10/2003	II	(A) 3,846.44		Common - 0.00			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	03/10/2003	A (3)	(A) 961.61		Common - 0.00		42,033.02	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).	By: /s/ James C. Johnson, Attorney-in-Fact  03-12-2003  ** Signature of Reporting Person
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,	Date  Power of Attorney
See Instruction 6 for procedure.	Page 2 SEC 1474 (3-99)

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.

## Koellner, Laurette T. - March 10, 2003

#### Form 4 (continued)

FOOTNOTE Descriptio	ns for The Boeing Company BA
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Laurette T. Koellner 100 N. Riverside Plaza M/C 5003-1001	
M/C 5005-1001 Chicago, IL 60606	

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- (1) Boeing Stock Units deferred to the Deferred Compensation Stock Program at vesting.
- (2) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs vest and are payable in cash or stock three years after the award.
- (3) Company match to deferral of vested Boeing stock units to Deferred Compensation Stock Program

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