Edgar Filing: NANULA RICHARD D - Form 4

NANULA R	ICHARD D									
Form 4 January 05, 2	2007									
FORM									PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-02	287
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont	MENT OF rsuant to Se (a) of the P	ection 1	SECUE	RITIES ne Securi	Estimated burden hou response	Estimated average burden hours per response 0.4				
See Instru 1(b).		30(h) c	of the Ir	nvestment	Compai	ny Act of 1	.940			
(Print or Type F	Responses)									
1. Name and Address of Reporting Person <u>*</u> NANULA RICHARD D			2. Issuer Name and Ticker or Trading Symbol BOEING CO [BA]			5. Relationship of Reporting Person(s) to Issuer				
(Leat)	(First)			L	-		(Check all applicable)			
(Last) (First) (Middle) 100 N. RIVERSIDE PLAZA, M/C 5003-1001			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2007				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			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 				
CHICAGO,	IL 60606						Person	More than one R	oportung	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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	(D) Price	(mout o und 1)			
Reminder: Rep	ort on a separate line	e for each cla	ss of sect	urities bene	Perso inform requir	ons who res nation cont red to resp	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	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. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Ins		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	01/03/2007		А		573.43 (2)		(3)	(3)	Common	573.43	9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NANULA RICHARD D 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606	Х						
Signatures							
By: /s/ Mark R. Pacioni as Attorney-in-Fact		01/	/05/2007				

<u>**</u>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.