#### CARSON SCOTT E

Form 4

March 07, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* CARSON SCOTT E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

**BOEING CO [BA]** 

03/05/2007

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

Director X\_ Officer (give title

10% Owner Other (specify

100 N. RIVERSIDE PLAZA, M/C

5003-1001

Security

(Instr. 3)

below)

Executive VP-Pres. & CEO, BCA

(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

Person

CHICAGO, IL 60606

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if TransactionAcquired (A) or

(Instr. 3, 4 and 5)

Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

(I) (Instr. 4) Ownership (Instr. 4)

(9-02)

(A)

Code

(Instr. 8)

Following Reported Transaction(s)

(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.

(Month/Day/Year)

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Underlying S (Instr. 3 and

#### Edgar Filing: CARSON SCOTT E - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year) (Instr. 8) (Instr. 3, 4, and 5)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Boeing Stock Units	(1)	03/05/2007		M		2,460.86	<u>(2)</u>	(2)	Common
Deferred Compensation Units	<u>(4)</u>	03/05/2007		M	2,460.86 (5)		<u>(6)</u>	<u>(6)</u>	Common
Deferred Compensation Units	<u>(4)</u>	03/05/2007		A	615.22 (7)		<u>(6)</u>	<u>(6)</u>	Common

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARSON SCOTT E 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606

Executive VP-Pres. & CEO, BCA

### **Signatures**

By: /s/ Mark R. Pacioni as Attorney-in-Fact

03/07/2007

\*\*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) Boeing Stock Units (BSUs) convert into common stock on a 1-for-1 basis if settled in stock. BSUs are phantom stock units allocated to the reporting person's Boeing Stock Unit account under the Incentive Compensation Plan.
- (2) BSUs vest and are payable in cash or stock three years after the award is granted.
- (3) Includes adjustments for dividends accrued.
- (4) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (5) Boeing Stock Units deferred to the Deferred Compensation Stock Program at vesting.
- Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or cash. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.
- (7) Company match to deferral of vested Boeing stock units to Deferred Compensation Stock Program.

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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