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BOEING CO Form 4 April 23, 2007 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).							OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type	Responses)									
Hill Shephard W Sy			2. Issuer Name and Ticker or Trading Symbol BOEING CO [BA]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(M			3. Date of Earliest Transaction (Month/Day/Year) 04/19/2007				Director10% Owner XOfficer (give titleOther (specify below)below) SVP, Business Dev. & Strategy			
CHICAGO	nendment, Date Original Ionth/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 					
(City)	(State)	(Zip) Ta	ıble I - Non-l	Derivative Se	curitie	es Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Code c) (Instr. 8)	4. Securitie: or(A) or Disp (Instr. 3, 4 a	osed of and 5) (A) or	f (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)	
Common	04/19/2007		Code V M	Amount 2,273.39	(D) A	Price \$ 0	10,558.65	D		
Common	04/19/2007		F	732.39	D	\$0	9,826.26	D		
Common							4,125.11	Ι	By 401(k)	
Common							7,992.16	Ι	Career Shares	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
2005 Performance Shares	<u>(1)</u>	04/19/2007		М		2,273.39	(2)	02/28/2010	Common	2,27

Reporting Owners

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
Hill Shephard W 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			SVP, Business Dev. & Strategy				
Signatures							
By: /s/ Mark R. Pacioni as Attorney-in-Fact		04/	/23/2007				

<u>**Signature of Reporting Person</u>
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).

Date

- (1) Performance shares convert into common stock on a 1-for-1 basis on vesting.
- 2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified
 (2) period, the following dollar levels: 15% at \$74.49, 30% at \$79.82, 45% at \$85.14, 60% at \$90.46, 75% at \$95.78, 90% at \$101.10, 100% at \$106.42, 110% at \$111.74, 120% at \$117.06, and 125% at \$119.72.
- (3) 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.