

MCDONNELL JOHN F
Form 4
May 03, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONNELL JOHN F

(Last) (First) (Middle)

1034 SOUTH BRENTWOOD
BLVD., SUITE 1860

(Street)

ST. LOUIS, MO 631171229

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOEING CO [BA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | (A) or (D) | Price | | |
| Common | 05/02/2007 | | J | | 29,890 ⁽¹⁾ | D | \$ 0 0 | I | Family Trust 02 |
| Common | 05/02/2007 | | J | | 27,798 ⁽¹⁾ | D | \$ 0 0 | I | Family Trust 03 |
| Common | 05/02/2007 | | J | | 56,790 ⁽¹⁾ | D | \$ 0 0 | I | Family Trust 04 |
| Common | 05/02/2007 | | J | | 58,699 ⁽¹⁾ | D | \$ 0 0 | I | Family Trust 05 |
| Common | 05/02/2007 | | J | | 27,798 ⁽¹⁾ | D | \$ 0 0 | I | Family Trust 06 |

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| | | | | | | | | |
|--------|------------|---|--------------------------|---|------|------------------------|---|--------------------|
| Common | 05/02/2007 | J | 56,790 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 07 |
| Common | 05/02/2007 | J | 58,699 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 08 |
| Common | 05/02/2007 | J | 27,798 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 09 |
| Common | 05/02/2007 | J | 56,790 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 10 |
| Common | 05/02/2007 | J | 27,798 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 11 |
| Common | 05/02/2007 | J | 55,207 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 12 |
| Common | 05/02/2007 | J | 56,790 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 13 |
| Common | 05/02/2007 | J | 27,798 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 14 |
| Common | 05/02/2007 | J | 55,207 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 15 |
| Common | 05/02/2007 | J | 56,790 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 16 |
| Common | 05/02/2007 | J | 1,217,863 ⁽¹⁾ | D | \$ 0 | 0 | I | Family Trust 23 |
| Common | | | | | | 176,406 ⁽²⁾ | D | |
| | | | | | | ⁽³⁾ | | |
| Common | | | | | | 0 ⁽²⁾ | I | Boeing 401(k) Plan |
| Common | | | | | | 171,485 | I | Family Trust 01 |
| Common | | | | | | 21,700 | I | Family Trust 22 |
| Common | | | | | | 230,806 | I | Family Trust 26 |
| Common | | | | | | 270,452 | I | Family Trust 30 |
| Common | | | | | | 471,700 | I | Family Trust 31 |
| Common | | | | | | 750,000 | I | Family Trust 32 |
| Common | | | | | | 640,000 ⁽³⁾ | I | Family Trust 33 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDONNELL JOHN F
1034 SOUTH BRENTWOOD BLVD.
SUITE 1860
ST. LOUIS, MO 631171229

X

Signatures

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

05/03/2007

__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) The reporting person (or his spouse) no longer serves as trustee of this trust.
- (2) Ownership reflects distribution of the entire balance of 171,554 shares from the reporting person's account in Boeing's 401(k) plan to the reporting person.
- (3) Reflects contribution of 640,000 shares previously directly owned to a grantor retained annuity trust (Family Trust 33) of which the reporting person is sole trustee and income beneficiary.

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.