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Form 4								
February 27	_							
FORM		STATES SECI	RITIES	AND EXCHANGE	E COMMISSION	OMB APPROVAL		
	UNITED			, D.C. 20549		OMB Number:	3235-0287	
Check t	laer		C C			Expires:	January 31,	
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNER						Estimated	2005 average	
Section 16. SECURITIES						burden hou	urs per	
Form 4 Form 5		rsuant to Section	16(a) of the	he Securities Excha	unge Act of 1934	response	. 0.5	
obligati	ons Section 17(lding Company Act	•	ı		
may con See Inst	ntinue.		•	t Company Act of 1				
1(b).								
(Drint an Taura	December 2							
(Print or Type	(Kesponses)							
1. Name and	Address of Reporting	Person <u>*</u> 2. Issu	ier Name an	d Ticker or Trading	5. Relationship of Reporting Person(s) to			
Tracy John	J	Symbol			Issuer			
	BOEI	NG CO [B	BA]	(Check all applicable)				
(Last)	(First) (Middle) 3. Date	of Earliest T	Fransaction	(Check an applicatio)			
100 11 01		/Day/Year)		Director 10% Owner X Officer (give title Other (specify				
100 N. RIV 5003-1001	ERSIDE PLAZA	, M/C 02/25/	2008		below) below)			
5005-1001					Sr VP-Engi	neering, Ops a	& Tech	
			Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(M	Ionth/Day/Yea	ar)	Applicable Line) _X_ Form filed by C	ne Reporting P	erson	
CHICAGO). IL 60606				Form filed by M			
					Person			
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Securities A	Acquired, Disposed of	, or Beneficia	lly Owned	
1.Title of	2. Transaction Date		3.	4. Securities		Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	TransactionAcquired (A) or Code Disposed of (D)			orm: Direct D) or Indirect	Indirect Beneficial	
(•		(Instr. 3, 4 and 5)	Owned (I)	Ownership	
					Following (I Reported	nstr. 4)	(Instr. 4)	
				(A)	Transaction(s)			
			Code V	or Amount (D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each class of se	curities bene	ficially owned directly	or indirectly. spond to the collect	tion of a	SEC 1474	
					tained in this form a		(9-02)	
					ond unless the form			
				number.	ently valid OMB con			

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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of					(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 83.93	02/25/2008		А	20,000		<u>(1)</u>	02/25/2018	Common	20,000	
Dono	rting Ov	vnoro									

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tracy John J 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			Sr VP-Engineering	, Ops & Tech			
Signatures							
By: /s/ Mark R. Pacioni as Attorney-in-Fact		02/	02/27/2008				
**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 options vest over a period of three years from the date of grant (February 25, 2008), with 34% vesting after the first year, on February 25, 2009, 33% vesting after the second year, on February 25, 2010, and 33% vesting after the third year, on February 25, 2011.

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.