

BOEING CO
Form 4
May 04, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEPHENS RICHARD DENNIS

(Last) (First) (Middle)

100 N. RIVERSIDE PLAZA, M/C
5003-1001

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

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

05/02/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP, Human Resources/Admin

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common	05/02/2006		M	V Amount (A) or (D) Price 1,266.65 A \$ 0	19,662.65	D	
Common	05/02/2006		F	554.65 D \$ 85.33	19,108	D	
Common	05/02/2006		M	2,513.8 A \$ 0	21,621.8	D	
Common	05/02/2006		F	991.8 D \$ 85.33	20,630	D	
Common					2,843.97	I	By 401(k)
Common					10,169.88	I	Career Shares

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

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(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 a Underlyi (Instr. 3 a	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
2002 Performance Shares	<u>(1)</u>	05/02/2006		M		1,266.65	<u>(2)</u>	02/25/2007	Comm
2002 Performance Shares	<u>(1)</u>	05/02/2006		M		1,266.65 <u>(3)</u>	<u>(2)</u>	02/25/2007	Comm
2004 Performance Shares	<u>(1)</u>	05/02/2006		M		2,513.8	<u>(4)</u>	02/23/2009	Comm
2004 Performance Shares	<u>(1)</u>	05/02/2006		M		2,513.8 <u>(3)</u>	<u>(4)</u>	02/23/2009	Comm
Deferred Compensation Units	<u>(5)</u>	05/02/2006		M		1,273.97 <u>(3)</u>	<u>(6)</u>	<u>(6)</u>	Comm
Deferred Compensation Units	<u>(5)</u>	05/02/2006		A		318.49 <u>(7)</u>	<u>(6)</u>	<u>(6)</u>	Comm
Deferred Compensation Units	<u>(5)</u>	05/02/2006		M		2,528.32 <u>(3)</u>	<u>(6)</u>	<u>(6)</u>	Comm
Deferred Compensation Units	<u>(5)</u>	05/02/2006		A		632.08 <u>(7)</u>	<u>(6)</u>	<u>(6)</u>	Comm

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

STEPHENS RICHARD DENNIS
100 N. RIVERSIDE PLAZA
M/C 5003-1001
CHICAGO, IL 60606

Sr. VP, Human Resources/Admin

Signatures

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

05/04/2006

__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) Performance shares convert on 1 for 1 basis on vesting

(2) 2002 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 25% at \$72.38, 40% at \$75.73, 55% at \$79.20, 75% at \$82.80, 100% at \$86.53 and 125% at \$90.39.

(3) Reflects deferral of phantom stock units by reporting person upon vesting of performance stock units. Units are calculated based upon the difference between the closing price and the fair market value on the date of the transaction.

(4) 2004 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 15% at \$60.94, 30% at \$65.30, 45% at \$69.65, 60% at \$74.00, 75% at \$78.35, 90% at \$82.71, 100% at \$87.06, 110% at \$91.41, 120% at \$95.77, and 125% at \$97.94.

(5) Phantom stock units are convertible into common stock on a 1-for-1 basis.

(6) Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or cash following termination for retirement, death, disability or layoff. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.

(7) Performance Share company match allocated to reporting person's performance share account under the deferred compensation plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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