

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.

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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 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)
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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.