

BOEING CO  
Form 8-K  
August 31, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**August 26, 2009**

**Date of Report (Date of earliest event reported)**

**The Boeing Company**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**1-442**  
**(Commission File No.)**

**91-0425694**  
**(I.R.S. Employer**

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of Incorporation)

Identification Number)

**100 N. Riverside, Chicago, IL**  
(Address of Principal Executive Offices)

**60606-1596**  
(Zip Code)

**(312) 544-2000**

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On August 31, 2009, Scott E. Carson, Executive Vice President, President and Chief Executive Officer, Boeing Commercial Airplanes, announced his intention to retire from The Boeing Company (the *Company*) effective January 1, 2010. Effective September 1, 2009, Mr. Carson will leave his current position and assume the role of Executive Vice President. In addition, effective September 1, 2009, James F. Albaugh, Executive Vice President, President and Chief Executive Officer, Integrated Defense Systems, will leave his current position and assume the role of Executive Vice President, President and Chief Executive Officer, Boeing Commercial Airplanes.

**Item 8.01. Other Events.**

On August 31, 2009, the Company issued a press release announcing management changes with respect to Mr. Carson, Mr. Albaugh and Dennis A. Muilenburg. Effective as of September 1, 2009, in addition to the changes set forth above, Mr. Muilenburg will succeed Mr. Albaugh as Executive Vice President, President and Chief Executive Officer, Integrated Defense Systems. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated August 31, 2009

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**THE BOEING COMPANY**

By: /s/ Michael F. Lohr  
Michael F. Lohr  
Vice President, Corporate Secretary and

Assistant General Counsel  
Dated: August 31, 2009

**INDEX TO EXHIBITS**

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