

BOEING CO
Form 8-K
May 03, 2011

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

May 2, 2011

Date of Report (Date of earliest event reported)

The Boeing Company

(Exact Name of Registrant as Specified in Charter)

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(State or Other Jurisdiction
of Incorporation)

(Commission
File No.)

(I.R.S. Employer
Identification Number)

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

(312) 544-2000

60606-1596
(Zip Code)

(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 2, 2011, the Board of Directors (the Board) of The Boeing Company (the Company) approved and adopted an amendment to Article II, Section 1 of the Company's By-Laws to decrease the number of directors from thirteen to twelve. A copy of the amended and restated By-Laws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Shareholders on May 2, 2011. Set forth below are the voting results for each of the matters submitted to a vote of the shareholders.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes | |
|---|-------------|------------------|-------------|---------------------|---------------------|
| 1. Election of Directors: | | | | | |
| John E. Bryson | 499,564,332 | 26,353,347 | 4,804,475 | 111,495,251 | |
| David L. Calhoun | 511,718,206 | 14,362,033 | 4,642,182 | 111,495,251 | |
| Arthur D. Collins, Jr. | 515,381,862 | 10,460,891 | 4,879,676 | 111,495,251 | |
| Linda Z. Cook | 514,684,081 | 11,566,165 | 4,471,980 | 111,495,251 | |
| Kenneth M. Duberstein | 499,882,155 | 26,566,497 | 4,271,798 | 111,495,251 | |
| Edmund P. Giambastiani, Jr. | 516,330,936 | 9,574,806 | 4,816,236 | 111,495,251 | |
| Edward M. Liddy | 512,067,907 | 13,687,823 | 4,966,496 | 111,495,251 | |
| John F. McDonnell | 506,261,318 | 21,442,006 | 3,016,149 | 111,495,251 | |
| W. James McNerney, Jr. | 502,583,173 | 25,051,028 | 3,087,627 | 111,495,251 | |
| Susan C. Schwab | 515,118,621 | 10,993,869 | 4,607,937 | 111,495,251 | |
| Ronald A. Williams | 513,519,334 | 12,199,088 | 5,004,005 | 111,495,251 | |
| Mike S. Zafirovski | 513,023,171 | 13,135,971 | 4,563,200 | 111,495,251 | |
| 2. Advisory Vote on Executive Compensation | 496,297,364 | 27,696,104 | 6,724,015 | 111,497,139 | |
| 3. Advisory Vote on the Frequency of Advisory Votes on Executive Compensation | | | | | |
| | 3 Years | 2 Years | 1 Year | Abstentions | Broker Non-Votes |
| | 215,526,024 | 16,603,402 | 293,093,340 | 5,490,926 | 111,498,351 |
| 4. Ratification of Appointment of Independent Auditor for 2011 | | | | | |
| | Votes For | Votes Against | Abstentions | | |
| | 626,432,231 | 12,336,048 | 3,448,589 | | |
| 5. Shareholder Proposal Relating to Independent Monitoring of the Human Rights Code | | | | | |
| | Votes For | Votes Against | Abstentions | Broker Non-Votes | |
| | 36,584,516 | 418,543,421 | 75,589,953 | 111,497,126 | |
| 6. Shareholder Proposal Relating to a Report on Political Activity | | | | | |
| | Votes For | Votes Against | Abstentions | Broker Non-Votes | |
| | 101,734,667 | 359,135,925 | 69,848,178 | 111,497,926 | |
| | Votes For | Votes Against | Abstentions | Broker Non-Votes | |

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| | | | | |
|---|-------------|-------------|-----------|-------------|
| 7. Shareholder Proposal Relating to Action by Written Consent | 166,095,428 | 358,208,371 | 6,414,797 | 111,497,126 |
|---|-------------|-------------|-----------|-------------|

| | Votes For | Votes Against | Abstentions | Non-Votes |
|---|-------------|---------------|-------------|-------------|
| 8. Shareholder Proposal Relating to Changing the Ownership Threshold to Call Special Meetings | 178,880,533 | 346,767,139 | 5,072,259 | 111,497,126 |

| | Votes For | Votes Against | Abstentions | Non-Votes |
|--|-------------|---------------|-------------|-------------|
| 9. Shareholder Proposal Relating to Independent Chairman | 185,530,803 | 340,621,523 | 4,567,151 | 111,498,214 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 3.2 | By-Laws of The Boeing Company, as amended and restated on May 2, 2011 |

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: May 3, 2011

INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|---|
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