

BOEING CO  
 Form 4  
 January 21, 2003  
 SEC Form 4

<p align="center"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p>	<p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response: . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*  <b>de Leon, Rudy F.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>100 N. Riverside Plaza</b>  <b>M/C 5003-1001</b></p> <hr/> <p align="center">(Street)  <b>Chicago, IL 60606</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol  <b>The Boeing Company BA</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)  <b>December 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p>_____ Director _____ 10%                  Owner  <input checked="" type="checkbox"/> Officer _____ Other</p> <p>Officer/Other Description <b>Senior Vice President, Washington DC Operations</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing  <input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D   Price			
<b>Common</b>	<b>02/25/2002</b>	<b>A   V</b>	<b>1,544.00   A  </b>	<b>1,565.15</b>	<b>I</b>	<b>Career Shares</b>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)  
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**Form 4 (continued)**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
<b>2002 Performance Shares</b>	<b>\$0.000</b>	<b>02/25/2002</b>	<b>A   V</b>	<b>(A) 34,736.00</b>	<b>(DE)   (ED)</b>	<b>Common - 34,736.00</b>		<b>35,211.74</b>	<b>D</b>	
<b>Boeing Stock Units (1)</b>	<b>\$0.000</b>	<b>03/08/2002</b>	<b>A   V</b>	<b>(A) 1,680.54</b>	<b>(1)  </b>	<b>Common - 1,680.54</b>		<b>1,703.72</b>	<b>D</b>	

Explanation of Responses :

**See attached statement**

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**/s/ James C. Johnson, POA**  
**01/21/03**

\*\* Signature of Reporting Person  
Date

**Rudy F. de Leon**

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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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.

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**Form 4 (continued)**

<p><b>FOOTNOTE Descriptions for The Boeing Company BA</b></p> <p align="right">Form 4 - December 2002</p> <p><b>Rudy F. de Leon</b> <b>100 N. Riverside Plaza</b> <b>M/C 5003-1001</b> <b>Chicago, IL 60606</b></p> <hr/> <p><b>Explanation of responses:</b></p> <p><b>(1) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs vest and are payable in cash or stock three years after the award.</b></p>
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