

SEARS MICHAEL M  
 Form 4  
 February 26, 2003  
 SEC Form 4

<p><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>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>
---	---	---

<p>1. Name and Address of Reporting Person*  <b>Sears, Michael M.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>100 N. Riverside Plaza</b>  <b>M/C 5003-1001</b></p> <hr/> <p>(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>February 24, 2003</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%</p> <p>Owner  <input checked="" type="checkbox"/> Officer _____</p> <p>Other                  Officer/Other Description <b>Executive Vice President, Office of the Chairman and Chief Financial Officer</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>
---	---	--	--

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			
Common	02/24/2003	A	3,827   A	15,681	I (1)	Career Shares
Common				128,067	D	
Common				8,244	I	Boeing 401(k) Plan
Common				135	I	By PAYSOP

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).

Sears, Michael M. - February 24, 2003

Form 4 (continued)

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)	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)
2003 Performance Shares	\$0.00	02/24/2003	A I	(A) 95,670	(DE)   (ED)	Common - 95,670		95,670	D	

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  
2/26/2003

\*\* Signature of Reporting Person

Date

Michael M. Sears

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

Page 2  
SEC 1474 (3-99)

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.

Sears, Michael M. - February 24, 2003

Form 4 (continued)

<p><b>FOOTNOTE Descriptions for The Boeing Company BA</b></p> <p>Form 4 - February 24, 2003</p> <p>Michael M. Sears 100 N. Riverside Plaza M/C 5003-1001 Chicago, IL 60606</p> <hr/> <p>Explanation of responses:</p> <p>(1) Includes adjustments for dividends</p>
---