MCDONNELL JOHN F
Form 5
January 14, 2005

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Section 17 (a) of the Public Utility Holding Company Act of 1935 or Section Reported
Form 4
Transactions
Reported

(Last) (First) (Middle)

1034 SOUTH BRENTWOOD BLVD.,Â SUITE 1860
2. Issuer Name and Ticker or Trading Symbol
BOEING CO [BA]
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

OMB
Number:
Expires:
3235-0362

Estimated average burden hours per response... 1.0

Street)

## 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_X_Director
$\overline{\text { below) }}$ Officer (give title
$\frac{10 \% \text { Owner }}{\text { below) }}$ Other (specify
6. Individual or Joint/Group Reporting
(check applicable line)

ST. LOUIS,Â MOÂ 631171229


| Common | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | 171,638 | I | Family <br> Trust 01 |  |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Common | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | 29,890 | I | Family <br> Trust 02 |  |
| Common | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | 27,798 | I | Family <br> Trust 03 |  |
| Common | $\hat{A}$ |  | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | $\hat{A}$ | 56,790 | I | Family |
| Trust 04 |  |  |  |  |  |  |  |  |  |  |

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|  |  |  |  |  |  |  | Family <br> Trust 29 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Common $\hat{\text { A }}$ | A | A | A | A | 1,000,000 | I | Family <br> Trust 30 |
| 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. |  |  |  |  |  | $\begin{array}{r} \text { SEC } 2270 \\ (9-02) \end{array}$ |

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transaction <br> Code <br> (Instr. 8) | 5. <br> Number <br> of <br> Derivative <br> Securities <br> Acquired <br> (A) or <br> Disposed <br> of (D) <br> (Instr. 3, <br> 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) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |

Amount

| Date | Expiration |  | or |
| :--- | :--- | :--- | :--- | :--- |
| Exercisable | Ditle | Number |  |
| Date |  | of |  |

(A) (D) Shares

## Reporting Owners

Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other
MCDONNELL JOHN F
1034 SOUTH BRENTWOOD BLVD. SUITE 1860
ST. LOUIS, Â MOÂ 631171229

## Signatures

/s/ McDonnell, John F.
$\xrightarrow[\text { **Signature of }]{\text { Reporting Person }} \quad$ Date
$\hat{A} X \quad \hat{A} \quad \hat{A} \quad \hat{A}$

Reporting Person

## 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. $78 \mathrm{ff}(\mathrm{a})$.
Since the reporting person's last report, $1,042,954$ shares previously owned indirectly through three separate grantor retained annuity trust
(1) (Family Trust 25, Family Trust 28 and Family Trust 29) of which the reporting person is sole trustee and income beneficiary have been distributed back to the reporting person. Additionally, $1,000,000$ shares previously owned directly have been contributed to a grantor retained annuity trust (Family Trust 30) of which the reporting person is sole trustee and income beneficiary.


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(2) Effective May 19, 2004, Anne McDonnell became a Trustee of the Family Trust \#23 requiring this entity to be incorporated in the reporting persons transactions reports on Forms 4 or Form 5.
Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

