

BOEING CO

Form 4

August 01, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEPHENS RICHARD DENNIS**

(Last) (First) (Middle)

**100 N. RIVERSIDE PLAZA, M/C  
5003-1001**

(Street)

**CHICAGO, IL 60606**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BOEING CO [BA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/28/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)

Sr. VP, Internal Services

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common                                | 07/28/2005                              |   | M                                    | V Amount (A) or (D) Price   | 2,504.66 A \$ 0  | 8,069.66   | D   |
| Common                                | 07/28/2005                              |   | F                                    | 737.66 D \$ 66  | 7,332  | D  |   |
| Common                                |   |   |                                      |   | 2,568.61   | I  | By 401(k)   |
| Common                                |   |   |                                      |   | 10,053.09  | I  | Career<br>Shares  |

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  
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SEC 1474  
(9-02)

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**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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title a Underlyi (Instr. 3 a |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date                 | Title                      |
|  |  |                                      |  | Code                           | V   | (A)  | (D)                             |                            |
| 2004 Performance Shares                    | <u>(1)</u>   | 07/28/2005                           |  | M                              |   | 2,504.66   | <u>(2)</u>                      | <u>(3)</u> 02/23/2009 Comm |
| 2004 Performance Shares                    | <u>(1)</u>   | 07/28/2005                           |  | M                              |   | 2,504.66   | <u>(3)</u>                      | 02/23/2009 Comm            |
| Deferred Compensation Units                | <u>(4)</u>   | 07/28/2005                           |  | M                              | 2,497.66  |  | <u>(5)</u>                      | <u>(5)</u> Comm            |
| Deferred Compensation Units                | <u>(4)</u>   | 07/28/2005                           |  | A                              | 624.41  |  | <u>(5)</u>                      | <u>(5)</u> Comm            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| STEPHENS RICHARD DENNIS<br>100 N. RIVERSIDE PLAZA<br>M/C 5003-1001<br>CHICAGO, IL 60606 | Sr. VP, Internal Services        |

## Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact 08/01/2005

\_\_Signature of Reporting Person

Date

## 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. 78ff(a).

(1) Performance shares convert on 1 for 1 basis on vesting

(2) Reflects deferral of phantom stock units by reporting person upon vesting of performance stock units. Units are calculated based upon the difference between the closing price and the fair market value on the date of the transaction.

2004 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 15% at \$60.94, 30% at \$65.30, 45% at \$69.65, 60% at \$74.00, 75% at \$78.35, 90% at \$82.71, 100% at \$87.06, 110% at \$91.41, 120% at \$95.77, and 125% at \$97.94.

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- (4) Phantom stock units are convertible into common stock on a 1-for-1 basis.

Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or cash following termination for retirement, death, disability or layoff. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.

- (6) Performance Share company match allocated to reporting person's performance share account under the deferred compensation plan.

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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