BOEING CO Form 4 February 22, 2007

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to

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

January 31, Expires: 2005

0.5

Estimated average

burden hours per

response...

5. Relationship of Reporting Person(s) to

2,807.06

Ι

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCGEE HARRY S III			Symbol BOEIN	Symbol BOEING CO [BA] 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2007					(Check all applicable) Director 10% Owner Other (specify below) Corporate Controller			
(Last) (First) (Middle) 100 N. RIVERSIDE PLAZA, M/C 5003-1001												
					endment, Da nth/Day/Yea	_	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ov									ly Owned			
	1.Title of Security (Instr. 3)	(Month/Day/Year) Execution any		emed ion Date, if //Day/Year)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
					Code V	Amount		Price	(Instr. 3 and 4)			
	Common	02/20/2007			S	4,100	D	\$ 91.03	3,367.8	D		
	Common	02/20/2007			S	1,900	D	\$ 91.04	1,467.8	D		
	Common	02/20/2007			S	400	D	\$ 91.05	1,067.8	D		
	Common	02/20/2007			I	1,609 (1)	D	\$ 91.03	1,078.24	I	Boeing 401(k)	

Plan

Career

Shares

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Number	Expiration Date		Amou	ınt of	Derivative
Security	or Exercise		any	Code	O	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) I	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities Acquired (A) or				(Instr.	3 and 4)	
	Security								Ì	Í	
	•										
					Disposed						
						of (D)					
						Instr. 3,					
					,	1, and 5)					
						i, and 5)					
										Amount	
							Date Expiration	Evaluation		or	
								Title	Title Number		
							Exercisable	e Date	C	of	
				Code	V ((A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCGEE HARRY S III 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606

Corporate Controller

Signatures

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

02/22/2007

**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) Represents intra-fund transfer in the reporting person's account under the Company's 401(k) plan.

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

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