BOEING CO
Form 8-K/A
December 15, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K/A

Current Report

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

October 31, 2011

Date of Report (Date of earliest event reported)

The Boeing Company

(Exact Name of Registrant as Specified in Charter)

Delaware	**1-442**	**91-0425694**

(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(I.R.S. Employer Identification Number)

100 N. Riverside, Chicago, IL	60606-1596
(Address of Principal Executive Offices)	(Zip Code)

(312) 544-2000

(Registrant s Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously reported, on October 31, 2011, the Board of Directors (the Board) of The Boeing Company (the Company) approved certain management changes at the Company, including the election of Gregory D. Smith as Executive Vice President and Chief Financial Officer effective February 1, 2012.

On December 12, 2011, the Board, acting on the recommendation of its Compensation Committee (the Committee), approved an increase in Mr. Smith s annual base salary to $625,000 per year, effective February 1, 2012. On December 11, 2012, the Committee also determined that, in connection with Mr. Smith s election, Mr. Smith s target awards under the Company s annual and long-term incentive plans shall be set at 85% and 325%, respectively, of his new annual base salary. Awards under the long-term incentive plan shall be allocated among performance awards, stock options and restricted stock units in accordance with the long-term incentive plan. Additional details regarding awards under these plans are set forth on pages 27 to 29 of the Company s proxy statement for its 2011 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on March 18, 2011.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

THE BOEING COMPANY

By: /s/ Michael F. Lohr
Michael F. Lohr
Vice President, Assistant General Counsel and
Corporate Secretary
Dated: December 15, 2011