SOODIK BONNIE W Form 4

November 12, 2002

SEC Form 4

FORM 4	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION								
[] Check this box if no longe subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	f STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP						OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5		
1. Name and Address of Repo Soodik, Bonnie W.	2. Issuer Name and Ticker or Trading Symbol				. Relation	telationship of Reporting Person(s) to ler (Check all applicable)				
(Last) (First) The Boeing Company 100 N. Riverside Plaza, M/C (Street Chicago, IL 60606 (City) (State)	3. I.R.S. Identi Number of F Person, if an (voluntary)	The Boeing Company BA Novemb 3. I.R.S. Identification 1 Number of Reporting 5. If Amend Person, if an entity 1 (voluntary) 5. If Amend Date of C (Month/N)			t, Other Officer			. 10%		
		3. Transaction Code and Voluntary Code (Instr. 8) Code V	4. Securities Acqu Disposed (D) Of (Instr. 3, 4, and Amount Pric	A/D	5. Amount of Securities Beneficially Owned at End ofMonth (Instr. 3 and 4)	or Indi	,	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

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).

(over) SEC 1474 (3-99)

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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	2. Conver- sion or Exercise		Transaction	C	6. Date Exercisable(DE) and Expiration	 of	 10. Owner- ship	 Nature of Indirect Beneficial

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(Instr. 3)	Price of Deri- vative Security	(Month/ Day/ Year)	and Voluntary (V) Code (Instr.8)	Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	(Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr.5)	at End of Month (Instr.4)	Form of Deriv- ative Security: Direct (D) or Indirect (I)	Ownership (Instr.4)
Deferred Compensation Units	\$0.000	11/07/2002	AI	(A) 14.9200 (1)		Common - 0.0000	\$33.005		Ι	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.000	11/07/2002	AI	(A) 3.7300 (2)		Common - 0.0000		7,944.1100	Ι	Deferred Compensation Stock Program

Explanation of Responses :

insufficient,

** Intentional misstatements or omissions of facts By: s/ James C. Johnson, POA

constitute Federal Criminal Violations.

which must be manually signed. If space is

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

11-10-2002 ** Signature of Reporting Person Date

Note: File three copies of this Form, one of

Power of Attorney

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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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Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

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Bonnie W. Soodik The Boeing Company 100 N. Riverside Plaza, M/C 5003-1001 Chicago, IL 60606

Explanation of responses:

(1) Phantom stock units acquired under the company's Deferred Compensation

Plan through salary deferral.

(2) Salary match shares of phantom stock allocated to the reporting person's

account under the Company's Deferred Compensation Plan.

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