

BOEING CO  
Form 4  
November 22, 2002

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| <p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number:<br/>3235-0287<br/>Expires: December 31, 2001<br/>Estimated average burden hours per response. . . . .<br/>0.5</p> |
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| <p>1. Name and Address of Reporting Person*</p> <p><b>Albaugh, James F.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>The Boeing Company</b><br/><b>100 N. Riverside Plaza, M/C 5003-1001</b></p> <hr/> <p>(Street)</p> <p><b>Chicago, IL 60606--</b></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>The Boeing Company BA</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Year)</p> <p><b>November 22, 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director _____ 10%</p> <p>Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <b>Executive Vice President, President and CEO, Integrated Defense Systems</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p> |
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| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |   |  |   |   |   |
|--|--------------------------------------|---|--|---|---|---|
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      | Code   V  | Amount   A/D<br>  Price  |   |   |   |
|  |                                      |   |  |   |   |   |

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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) | 4. Transaction Code and Voluntary Code (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
| Deferred Compensation Units   | \$0.00   | 11/21/2002                           | A  | (A) 82.7900 (1)   |  | Common - 0.0000   | \$32.52                                   |   | I   | Deferred Compensation Stock Program                   |
| Deferred Compensation Units   | \$0.00   | 11/21/2002                           | A  | (A) 20.7000 (2)   |  | Common - 0.0000   |   | 64,478.2800   | I   | Deferred Compensation Stock Program                   |
|   |  |                                      |  |   |  |   |   |   |   |   |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

s/ James C. Johnson, POA -  
11-22-2002

\*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

**James F. Albaugh**

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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| <p><b>FOOTNOTE Descriptions for The Boeing Company BA</b></p> <p>Form 4 - November 22, 2002</p> <p><b>James F. Albaugh</b><br/><b>The Boeing Company</b><br/><b>100 N. Riverside Plaza, M/C 5003-1001</b><br/><b>Chicago, IL 60606--</b></p> <hr/> <p><b>Explanation of responses:</b></p> <p>(1) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.</p> <p>(2) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.</p> |
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