

PALMER JAMES F  
Form 4  
December 23, 2002  
SEC Form 4

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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	<b>OMB APPROVAL</b>  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5	
1. Name and Address of Reporting Person* <b>Palmer, James F.</b>  (Last) (First) (Middle) <b>The Boeing Company</b> <b>100 N. Riverside Plaza, M/C 5003-1001</b>  (Street) <b>Chicago, IL 60606</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol  <b>The Boeing Company BA</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year)  <b>December 19, 2002</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other  Officer/Other Description <b>Sr. VP &amp; President of Boeing Capital Corporation</b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing

**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   Price			

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).

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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	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable(DE) and Expiration Date(ED)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	10. Ownership Form of	11. Nature of Indirect Beneficial Ownership

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	Derivative Security	(Month/Day/Year)	and Voluntary (V) Code (Instr.8)	Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	(Month/Day/Year)	(Instr. 3 and 4)	(Instr.5)	Owned at End of Month (Instr.4)	Derivative Security: Direct (D) or Indirect (I)	(Instr.4)
Deferred Compensation Units	\$0.00	12/19/2002	A I	(A) 62.89 (1)		Common - 0.00	\$32.11		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	12/19/2002	A I	(A) 15.72 (2)		Common - 0.00		45,749.60 (3)	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).

12-23-2002

\*\* Signature of Reporting Person

Date

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

Power of Attorney

See Instruction 6 for procedure.

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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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FOOTNOTE Descriptions for The Boeing Company BA

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James F. Palmer  
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.
- (3) Includes adjustments for dividends accrued

