

BOEING CO

Form 4

January 15, 2003

SEC Form 4

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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		OMB APPROVAL <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5
1. Name and Address of Reporting Person* Swain, David O. _____ (Last) (First) (Middle) 100 N. Riverside Plaza M/C 5003-1001 _____ (Street) Chicago, IL 60606 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol The Boeing Company BA _____ 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) January 3, 2003 _____ 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 <u>Executive Vice President, Chief Technology Officer</u> 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)
Common	12/31/2002 (1)	F 	491.00 D \$32.99	3,230.00	D	
Common				27,314.69	I	Boeing 401(k) Plan
Common				155.13	I	By PAYSOP
Common				49,379.00	I	By Trust
Common				7,799.06 (2)	I	Career Shares

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)

Swain, David O. - January 3, 2003**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 (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date (Month/ Day/ Year)	4. Transac- tion Code and Voluntary (V) 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. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					

Explanation of Responses :

Statement attached

** Intentional misstatements or omissions of facts
constitute Federal Criminal Violations.

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

By: James C. Johnson**01-15-2003**

** Signature of Reporting Person

Date

Power of Attorney

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

See Instruction 6 for procedure.

Page 2

SEC 1474 (3-99)

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.

Swain, David O. - January 3, 2003**Form 4 (continued)****FOOTNOTE Descriptions for The Boeing Company BA**

Form 4 - January 3, 2003

David O. Swain
100 N. Riverside Plaza
M/C 5003-1001
Chicago, IL 60606

Explanation of responses:

(1) The reporting person was notified on 1/3/03 of the vesting event and shares
withheld for payment of taxes. 1/3/03 is the deemed effective date.

Page 3