GRAY PAUL E
Form 4
January 17, 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

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1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Gray, Paul E. (Last) (First) (Middle) **1004 Memorial Drive, Apt. 11-4A** (Street) **Cambridge, MA 02142** (City) (State) (Zip)	**The Boeing Company BA** 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	**January 2, 2003** 5. If Amendment, Date of Original (Month/Year)	**X** Director ____ 10% Owner ____ Officer ____ Other Officer/Other Description ____ 7. Individual or Joint/Group Filing (Check Applicable Line) **X** Individual Filing __ 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 ofMonth (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).

(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 (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

	Deri-vative Security	(Month/ Day/ Year)	and Voluntary (V) Code (Instr.8) Code | V	Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	(Month/Day/Year) (DE) | (ED)	(Instr. 3 and 4)	(Instr.5)	Owned at End of Month (Instr.4)	Deriv-ative Security: Direct (D) or Indirect (I)	(Instr.4)
Phantom Stock Units	**1 for 1**	**01/02/2003**	**A |**	**(A) 747.16**		**Common - 0.00**	**$33.460**		**D**	
Phantom Stock Units	**1 for 1**	**01/02/2003**	**A |**	**(A) 186.79**		**Common - 0.00**		**4,935.34**	**D**	

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, Attorney-in-Fact **01-16-2003**
** 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.

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.