SWAIN DAVID O

Form 4

March 03, 2003

SEC Form 4

FORM 4	UNITE	TED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  Int to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility						ИВ APPROVAL
[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Filed pursuant to							OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5
Name and Address of Reporting     Swain, David O.		any Act of 1935 or Section 30(f) of 2. Issuer Name and Ticker or Trading Symbol		4. Statement for (Month/Year)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) 100 N. Riverside Plaza M/C 5003-1001	The Boeing Company BA  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year) Offi		Owner X	Director10%		
(Street) Chicago, IL 60606					Other  Officer/Other Description  Executive Vice President,			
(City) (State)					7. Individu Filing (C  X Individ	y Officer al or Joint/Check Appl	icable Line)	
Table I - Non-Derivative Secu	urities Acquired, l	Disposed of, or l	Beneficially Owner	ed				
	nsaction Date onth/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acqu Disposed (D) Of (Instr. 3, 4, and	5)	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 l directly or indirectly.	ine for each class o	Code   V	l Pric					

(over)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Transaction Date (Month/ Day/ Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	of Derivative	Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Amount of Underlying Securities	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)
Deferred Compensation Units	\$0.000	02/27/2003	<b>A</b>	(A) 214.40 (1)		Common - 0.00	\$27.985		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.000	02/27/2003	Al	(A) 53.60 (2)		Common - 0.00		66,383.60	I	Deferred Compensation Stock Program

Explanation of Responses:

#### See attached statement

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

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

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

See Instruction 6 for procedure.

/s/ James C. Johnson, POA 03/03/2003

\*\* Signature of Reporting Person

Date

David O. Swain

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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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#### Form 4 (continued)

## **FOOTNOTE Descriptions for The Boeing Company BA**

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David O. Swain 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

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account under the Company's Deferred Compensation Plan.

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