

CONDIT PHILIP M  
Form 4  
March 10, 2003  
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>  <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5	
1. Name and Address of Reporting Person* <b>Condit, Philip M.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>100 N. Riverside Plaza</b> <b>M/C 5003-1001</b>  <div style="text-align: center;">(Street)</div> <b>Chicago, IL 60606</b>  <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	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>March 7, 2003</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Director           <div style="flex-grow: 1; border-bottom: 1px solid black; text-align: right;">10%</div> </div> <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Owner           <div style="flex-grow: 1; border-bottom: 1px solid black; text-align: right;"></div> </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Other           <div style="flex-grow: 1; border-bottom: 1px solid black; text-align: right;"></div> </div> Officer/Other Description <b><u>Chairman of the Board and Chief Executive Officer</u></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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**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	2. Conversion or Exercise	3. Transaction Date	4. Transaction	5. Number of Derivative	6. Date Exercisable(DE) and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial

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(Instr. 3)	Price of Derivative Security	(Month/ Day/ Year)	Code and Voluntary (V) Code (Instr.8)	Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	Date(ED) (Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr.5)	Beneficially Owned at End of Month (Instr.4)	Form of Deriv- ative Security: Direct (D) or Indirect (I)	Ownership (Instr.4)
			Code I V		(DE)   (ED)					
<b>Boeing Stock Units (1)</b>	<b>\$0.000</b>	<b>03/07/2003</b>	<b>A I</b>	<b>(A) 22,577.53</b>	<b>(1) I</b>	<b>Common - 22,577.53</b>		<b>97,226.17</b>	<b>D</b>	

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).

/s/ James C. Johnson, POA  
03/07/2003

\*\* Signature of Reporting Person  
Date

**Philip M. Condit**

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

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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**Form 4 (continued)**

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

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**Philip M. Condit**  
**100 N. Riverside Plaza**  
**M/C 5003-1001**  
**Chicago, IL 60606**

**Explanation of responses:**

(1) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs)  
account under the Incentive Compensation Plan. BSUs vest and are payable in cash  
or stock three years after the award.

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