DE LEON RUDY F
Form 4
March 10, 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

OMB Number: 3235-0287
Expires: January 31, 2005
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1. Name and Address of Reporting Person*
de Leon, Rudy F.

(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)
March 7, 2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other

Officer/Other Description **Senior Vice President, Washington DC Operations**

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. Owner-ship 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)

de Leon, Rudy F. - March 7, 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	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. Owner-ship 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)
Boeing Stock Units (1)	**$0.000**	**03/07/2003**	**A |**	**(A) 5,603.03**	**(1) |**	**Common - 5,603.03**		**7,306.75**	**D**	

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.

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.

/s/ James C. Johnson, POA **03/07/2003**
** Signature of Reporting Person
Date

Rudy F. de Leon

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Form 4 (continued)

FOOTNOTE Descriptions for The Boeing Company BA

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Rudy F. de Leon
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.