Edgar Filing: BOEING CO - Form 5

BOEING CO	C											
Form 5	2017											
February 13									OMB A	PPROVAL		
FORM	-									-		
				ITIES AND EXCHANGE COMMIS hington, D.C. 20549			OMMISSION	Number:	3235-0362			
no longer subject to Section 16. Form 4 or Form 5 obligations may continue. ANNUAL STATEME OWNER				mington, D.C. 20549					Expires:	January 31, 2005		
				TEMENT OF CHANGES IN BENEFICI WNERSHIP OF SECURITIES					Estimated a burden hou response	average Irs per		
See Instru 1(b). Form 3 H Reported Form 4 Transactio Reported	Filed pur oldings Section 17(a) of the Pu	blic Ut		g Compa	ny A	ct of 2		n			
Caret Leanne G Symbol			ymbol	er Name and Ticker or Trading I NG CO [BA]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle) 3	. Stateme	ent for Issuer's	r's Fiscal Year Ended			(Check all applicable)				
					th/Day/Year)				Director 10% Owner			
12/31/20 100 N. RIVERSIDE PLAZA, M/C 5003-0001				below)				pelow)	re title Other (specify below) Pres. & CEO, BDS			
	(Street)	4	. If Amer	ndment, Date C	Driginal		(6. Individual or Jo	oint/Group Rep	orting		
		F	iled(Mon	th/Day/Year)				(chec	k applicable line)		
CHICAGO	IL 60606											
							-	_X_ Form Filed by Form Filed by M Person				
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							lly Owned			
1.Title of Security (Instr. 3)	any		ed Date, if y/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	(A)or(D) Price		Fiscal Year (Instr. 3 and 4)				
Common Stock	Â	Â		3 <u>(1)</u>	Â	Â	Â	Â	D	Â		
	oort on a separate line ficially owned direct			contained in	n this form	n are	not re	llection of infor equired to resp	ond unless	SEC 2270 (9-02)		

the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Of Bo Bo En Is Fi (It
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Caret Leanne G 100 N. RIVERSIDE PLAZA M/C 5003-0001 CHICAGO, IL 60606	Â	Â	EVP, Pres. & CEO, BDS	Â				
Signatures								
/s/ Gregory C. Vogelsperger, Attorney-in-Fact		0	2/13/2017					
**Signature of Reporting Person	1		Date					

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1,208 shares were omitted from the reporting person's Form 3 and two subsequent Forms 4.
- (2) Includes 1,921.4 shares previously held indirectly by trust which were distributed to the reporting person on April 4, 2016 and are now owned directly, and adjustments for dividends accrued.

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Remarks:

lgcpoa.txt

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