

BOEING CO  
Form 8-K  
December 03, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**December 2, 2010**

**Date of Report (Date of earliest event reported)**

**The Boeing Company**

**(Exact Name of Registrant as Specified in Charter)**

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File No.)

(I.R.S. Employer  
Identification Number)

**100 N. Riverside, Chicago, IL**  
(Address of Principal Executive Offices)

**(312) 544-2000**

**60606-1596**  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 2, 2010, the Board of Directors (the Board) of The Boeing Company (the Company) elected Ronald A. Williams, Chairman of Aetna Inc., as a new director. The Board has appointed Mr. Williams to the Audit Committee and the Finance Committee.

Mr. Williams will participate in the Company's nonemployee director compensation program, which is described on pages 14 to 16 of the Company's proxy statement for its 2010 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on March 15, 2010, and which as of January 1, 2011 will include an annual cash retainer fee of \$110,000 and an annual retainer in deferred stock units valued at \$140,000.

A copy of the Company's press release announcing the election of Mr. Williams is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 2, 2010, the Board approved and adopted an amendment to Article II, Section 1 of the Company's By-Laws to increase the number of directors from thirteen to fourteen. A copy of the amended and restated By-Laws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
3.2	By-Laws of The Boeing Company, as amended and restated on December 2, 2010
99.1	Press Release dated December 2, 2010

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**THE BOEING COMPANY**

By: /s/ Michael F. Lohr

Michael F. Lohr

Vice President, Corporate Secretary and Assistant General Counsel

Dated: December 3, 2010

**INDEX TO EXHIBITS**

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