### Edgar Filing: BOEING CO - Form 4

DOEINIC CO

Form 4											
June 07, 20								OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549								N OMB Number:	3235-0287		
Check ti if no lor subject Section Form 4 Form 5	F CHAN	NGES IN SECUI	BENEF RITIES	Estimated burden hou response	irs per						
obligation may con <i>See</i> Inst 1(b).	ntinue. Section 17	a) of the H	Public U	Itility Hol	ding Co		ange Act of 1934, t of 1935 or Secti 1940				
(Print or Type	Responses)										
BAIN DOUGLAS G Symbo				er Name <b>an</b> o IG CO [B		r Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
100 N. RIVERSIDE PLAZA, M/C (Month/ 5003-1001				Day/Year) 2005			Director X Officer (gi below) Sr. V				
				Month/Day/Year) Ap			Applicable Line)	X_Form filed by One Reporting Person			
CHICAGO	), IL 60606						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D		Date, if TransactionAcquired Code Disposed		4. Securi	ties (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow		or indirectly				
Terminder, Re	port on a separate find			and of the	Perso	ons who re	spond to the colle tained in this form		SEC 1474 (9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ame or Nun of Shar
2003 Performance Shares	(1)	06/03/2005		М			21.36 (2)	(3)	02/23/2008	Common	21
Deferred Compensation Units	<u>(5)</u>	06/03/2005		М		21.4 (2)		(6)	(6)	Common	21
Deferred Compensation Units	<u>(5)</u>	06/03/2005		A		5.4 (7)		(6)	(6)	Common	5

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
I B	Director	10% Owner	Officer	Other					
BAIN DOUGLAS G 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			Sr. V.P. General Counsel						
Signatures									
By: /s/ Mark R. Pacioni as Attorney-in-Fact		06/	/07/2005						
**Signature of Reporting Person			Date						
Explanation of Pa	onon	0001							

## **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) Performance shares convert on 1 for 1 basis on vesting
- (2) Dividend allocated to Performance Share Account under the Deferred Compensation Plan.
- 2003 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified
  (3) period, the following dollar levels: 15% at \$42.38, 30% at \$45.41, 45% at \$48.43, 60% at \$51.46, 75% at \$54.49, 90% at \$57.51, 100% at \$60.54, 110% at \$63.57, 120% at \$66.59, and 125% at \$68.11.
- (4) Includes adjustments for dividends accrued
- (5) Phantom stock units are convertible into common stock on a 1-for-1 basis.

Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or(6) cash following termination for retirement, death, disability or layoff. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.

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(7) Performance Share company match allocated to reporting person's performance share account under the deferred compensation plan.

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.