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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue STATEMENT STATEMENT	ES SECURITIES A Washington OF CHANGES IN SECUI to Section 16(a) of th he Public Utility Hol (h) of the Investmen	, D.C. 20549 BENEFICIAL RITIES ne Securities Exc ding Company A	OWNERS thange Act of Act of 1935	HIP OF of 1934,	OMB Number: Expires: Estimated a burden hou response	•
1. Name and Address of Reporting Person KOELLNER LAURETTE T	2. Issuer Name an Symbol BOEING CO [B	d Ticker or Trading	5. Rela Issuer	utionship of H	Reporting Pers	son(s) to
(Last) (First) (Middle) 100 N. RIVERSIDE PLAZA, M/C 5003-1001	3. Date of Earliest T (Month/Day/Year) 07/28/2005	-		Director Officer (give t		Owner er (specify
(Street) CHICAGO, IL 60606	4. If Amendment, D Filed(Month/Day/Yea	-	Applica _X_ Fo	able Line) orm filed by Or	nt/Group Filin ne Reporting Pe ore than One Re	rson
(City) (State) (Zip)	Table I - Non-J	Derivative Securitie		Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. I Execu- Execu- any (Month/Day/Year)	eemed 3.	4. Securities Acqu or(A) or Disposed of (Instr. 3, 4 and 5) (A) or Amount (D)	ired 5. An f (D) Secur Benet Owne Follo Repo Trans	nount of ities ficially ed wing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Common 07/28/2005	M	3,000.96 A		42.69	D	
Common 07/28/2005	F	1,093.96 D	\$ 66 29,2	48.73	D	
Common			10.6	1	I	Boeing 401(k) Plan
Common			14,0	85.54	I	Career Shares
Common			41		I	IRA by Husband
Common			85.7	1	Ι	PAYSOP

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
2004 Performance Shares	<u>(1)</u>	07/28/2005		М	3,000.96	(2)	02/23/2009	Common	3,00
2004 Performance Shares	(1)	07/28/2005		D	9,002.89	(2)	02/23/2009	Common	9,00

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
KOELLNER LAURETTE T 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			Pres., Connexion by Boeing		
Signatures					
By: /s/ Mark R. Pacioni as Attorney-in-Fact		08/	/01/2005		

**Signature of Reporting Person

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) Performance shares convert on 1 for 1 basis on vesting

2004 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified
(2) period, the following dollar levels: 15% at \$60.94, 30% at \$65.30, 45% at \$69.65, 60% at \$74.00, 75% at \$78.35, 90% at \$82.71, 100% at \$87.06, 110% at \$91.41, 120% at \$95.77, and 125% at \$97.94.

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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