

BOEING CO

Form 4/A

January 15, 2003

SEC Form 4/A

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 <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5
1. Name and Address of Reporting Person* Stonecipher, Harry C. <hr/> (Last) (First) (Middle) <hr/> (Street) <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol The Boeing Company BA <hr/> 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) October 2002 <hr/> 5. If Amendment, Date of Original (Month/Year) 10/02/2002	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer _____ Other _____ Officer/Other Description _____ 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> 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 of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount A/D Price			
Common	06/28/2002	G V	12,611.00 D	0.00	D	
Common	06/03/2002	F V	4,947.90 D	0.00	I	Career Shares
Common	06/28/2002	G V	12,611.00 A	179,220.00	I	H & J Stonecipher Revocable Trust
Common				3,752.83	I	Boeing 401(k) Plan

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)
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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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
Deferred Compensation Units	\$0.00	05/09/2002	A V	(A) 117.86 (1)		Common - 0.00			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	05/09/2002	A V	(A) 471.45 (2)		Common - 0.00	\$44.87		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	05/23/2002	A V	(A) 120.34 (1)		Common - 0.00			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	05/23/2002	A V	(A) 481.37 (2)		Common - 0.00	\$43.95		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	06/06/2002	A V	(A) 499.56 (2)		Common - 0.00	\$42.35		I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	06/06/2002	A V	(A) 124.89 (1)		Common - 0.00			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	06/20/2002	A V	(A) 12.09 (1)		Common - 0.00			I	Deferred Compensation Stock Program
Deferred Compensation Units	\$0.00	06/20/2002	A V	(A) 48.35 (2)		Common - 0.00	\$43.76	424,711.41	I	Deferred Compensation Stock Program
Phantom Stock Units	1 for 1	07/01/2002	A V	(A) 495.32 (3)		Common - 495.32	\$44.92		D	
Phantom Stock Units	1 for 1	07/01/2002	A V	(A) 123.84 (4)		Common - 123.84			D	
Phantom Stock Units	1 for 1	10/01/2002	A V	(A) 633.27 (3)		Common - 633.27	\$35.14		D	
Phantom Stock Units	1 for 1	10/01/2002	A V	(A) 158.32 (4)		Common - 158.32		1,413.56	D	

Explanation of Responses :

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** Intentional misstatements or omissions of facts **By: James C. Johnson by POA**

constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

01-14-2003

** Signature of Reporting Person

Date

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

Power of Attorney

See Instruction 6 for procedure.

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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.

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FOOTNOTE Descriptions for The Boeing Company BA

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Harry C. Stonecipher

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Explanation of responses:

- (1) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.
- (2) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.
- (3) Phantom stock purchased by reporting person pursuant to salary deferral under the Company's Deferred Compensation Plan.
- (4) Shares allocated to reporting person's Phantom Stock Unit account based on 25% match by employer to the number of stock units deferred by the reporting person.

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