Edgar Filing: ALBAUGH JAMES F - Form 4

ALBAUGH Form 4	I JAMES F										
December	12, 2005										
FOR	VI 4 UNITED	STATES	SECU	RITIES A	AND EX	CHANGE	E COMMISSIO		PPROVAL		
	1 * 1		Wa	shington	, D.C. 20	549		Number:	3235-0287 January 31,		
Check t if no lo subject Section Form 4	nger to STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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(h) of the Investment Company Act of 1940											
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> ALBAUGH JAMES F			Symbol	er Name an NG CO [B		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 5003-1001			(Month/Day/Year) 12/08/2005				Director 10% Owner X Officer (give title Other (specify below) below) Exec VP, Pres & CEO IDS				
CLUCACO	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
CHICAGU), IL 60606						Person				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Ionth/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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	(D) Price					
Reminder: Re	eport on a separate line	e for each cl	ass of sec	urities bene	-	-	•				
					inforn requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 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 Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securit
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)	Dispo	ired (A) or osed of (D) . 3, 4, and				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
2003 Performance Shares	(1)	12/08/2005		D			4,405.85 (2)	(3)	02/23/2008	Common	4,4(

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ALBAUGH JAMES F 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			Exec VP, Pres & CEO IDS				
Signatures							
By: /s/ Mark R. Pacioni as Attorney-in-Fact		12/	12/2005				

**Signature of Reporting Person

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).

Date

- (1) Performance shares convert on 1 for 1 basis on vesting
- (2) Represents an additional 5% of 2003 Performance Shares awarded to reporting person pursuant to Company reaching the 125% vesting installment.

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.

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.