### Edgar Filing: BOEING CO - Form 4

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Form 4									
March 09, 200									
Washington, D.C. 20549     Nu       Check this box if no longer subject to Section 16.     STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES     Ex but									3235-0287
								Estimated burden hou response	urs per
(Print or Type Res	sponses)								
1. Name and Address of Reporting Person <u>*</u> PICKERING THOMAS R			2. Issuer Name <b>and</b> Ticker or Trading Symbol BOEING CO [BA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 100 N. RIVERSIDE PLAZA, M/C 5003-1001			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/07/2006</li></ul>			Director 10% Owner X Officer (give title 0ther (specify below) below) Former Officer			
CHICAGO, II	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
(City)	(State)	(Zip)	Tak	la I Non l	Domissotisso	Socurities A	Person	of or Donoficio	lly Owned
1.Title of 2.	Transaction Date Ionth/Day/Year)		ed Date, if	3.	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.		
					Perso inforn requir	ns who res nation cont ed to resp lys 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 Derivative	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onSecurities Acquired (A)	Expiration Date	Underlying S
Security	or Exercise		any	Code	or Disposed of (D)	(Month/Day/Year)	(Instr. 3 and

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4, and 5)					
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title
Boeing Stock Units	(1)	03/07/2006		М		4,426.28 (2)	<u>(3)</u>	(3)	Common
Deferred Compensation Units	<u>(4)</u>	03/07/2006		М	4,426.28 (2)		(5)	(5)	Common
Deferred Compensation Units	<u>(4)</u>	03/07/2006		А	1,106.57 (6)		(5)	(5)	Common

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
PICKERING THOMAS R 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606			Former Officer			
Signatures						
By: /s/ Mark R. Pacioni as Attorney-in-Fact		03/	09/2006			

\*\*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) Boeing Stock Units convert on a 1-for-1 basis if settled in stock
- (2) Boeing Stock Units deferred to the Deferred Compensation Stock Program at vesting.
- (3) Phantom stock units allocated to the reporting persons Boeing Stock Unit (BSUs) account under the Incentive Compensation Plan. BSUs vest and are payable in cash or stock three years after the award.
- (4) 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(5) 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.

(6) Company match to deferral of vested Boeing stock units to Deferred Compensation Stock Program

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.