

BOEING CO  
Form 3  
November 05, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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 Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â CAVE MICHAEL J                          |         | (Month/Day/Year)                     | BOEING CO [BA]   |  |
| (Last)                                    | (First) | (Middle)                             | 11/01/2007   |  |
| 100 N. RIVERSIDE PLAZA,Â M/C 5003-1001    |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| CHICAGO,Â ILÂ 60606                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | SVP, Bus. Dev. & Strategy  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common                          | 14,508.45 <sup>(1)</sup>                              | D  | Â   |
| Common                          | 72.48   | I  | By 401(k)   |
| Common                          | 9,698.44  | I  | Career Shares   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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|                             | Date Exercisable | Expiration Date | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5)                          |
|-----------------------------|------------------|-----------------|---|----------------------------|--|--|-------------------------------------|
| 2005 Performance Shares     | Â (2)            | 02/28/2010      | Common                                  | 1,672.44                   | \$ (3)                                   | D  | Â                                   |
| Boeing Stock Units (4)      | Â (5)            | Â (5)           | Common                                  | 3,901.62                   | \$ (6)                                   | D  | Â                                   |
| Deferred Compensation Units | Â (7)            | Â (7)           | Common                                  | 5,300                      | \$ (8)                                   | I  | Deferred Compensation Stock Program |
| Stock Option (Right to Buy) | Â (9)            | 02/27/2016      | Common                                  | 10,800                     | \$ 74.445                                | D  | Â                                   |
| Stock Option (Right to Buy) | Â (10)           | 02/26/2017      | Common                                  | 8,700                      | \$ 89.645                                | D  | Â                                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| CAVE MICHAEL J<br>100 N. RIVERSIDE PLAZA<br>M/C 5003-1001<br>CHICAGO, IL 60606 | Â             | Â         | Â SVP, Bus. Dev. & Strategy | Â     |

## Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact  
11/02/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents a restricted stock unit award that vests in increments of 50% on each of 9/12/08 and 9/12/09.
- (2) 2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified period, the following dollar levels: 15% at \$74.49, 30% at \$79.82, 45% at \$85.14, 60% at \$90.46, 75% at \$95.78, 90% at \$101.10, 100% at \$106.42, 110% at \$111.74, 120% at \$117.06, and 125% at \$119.72.
- (3) Performance shares convert into common stock on a 1-for-1 basis on vesting.
- (4) Boeing Stock Units (BSUs) are phantom stock units allocated to the reporting person's Boeing Stock Unit account under the Incentive Compensation Plan.
- (5) BSUs vest and are payable in cash or stock three years after the award is granted.
- (6) BSUs convert into common stock on a 1-for-1 basis if settled in stock.
- (7) Phantom stock units acquired by reporting person pursuant to the Company's Deferred Compensation Plan. Units are payable in stock or cash. Company match contributions are forfeited upon termination for any reason other than retirement, death, disability or layoff.

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- (8) Phantom stock units are convertible into common stock on a 1-for-1 basis.
- (9) The options vest over a period of three years from the date of grant (February 27, 2006), with 34% vesting after the first year, on February 27, 2007, 33% vesting after the second year, on February 27, 2008, and 33% vesting after the third year, on February 27, 2009.
- (10) The options vest over a period of three years from the date of grant (February 26, 2007), with 34% vesting after the first year, on February 26, 2008, 33% vesting after the second year, on February 26, 2009, and 33% vesting after the third year, on February 26, 2010.

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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