

BOEING CO  
Form FWP  
November 17, 2009

Filed Pursuant to Rule 433 under the Securities Act of 1933

Registration Statement No. 333-157790

Issuer Free Writing Prospectus, dated November 17, 2009

\$1,200,000,000

Senior Notes Offering

**Summary of Final Terms**

**Dated November 17, 2009**

|   | <b>1.875% Senior Notes due</b>              | <b>3.750% Senior Notes due</b> |
|---|---|--------------------------------|
|   | <b>2012</b>                                 | <b>2016</b>                    |
| Issuer                                    | The Boeing Company                          | The Boeing Company             |
| Rating (Moody's, S&P, Fitch) <sup>1</sup> | A2 / A / A+                                 | A2 / A / A+                    |
|   | (negative / stable / negative)              | (negative / stable / negative) |
| Principal Amount                          | \$700,000,000                               | \$500,000,000                  |
| Trade Date                                | 11/17/2009                                  | 11/17/2009                     |
| Settlement Date (T+3)                     | 11/20/2009                                  | 11/20/2009                     |
| Maturity Date                             | 11/20/2012                                  | 11/20/2016                     |
| Treasury Benchmark                        | 1.375% due 11/15/2012                       | 3.125% due 10/31/2016          |
| Treasury Price / Yield                    | 100-08 <sup>3</sup> / <sub>4</sub> / 1.282% | 101-20 / 2.865%                |
| Spread to Treasury                        | 80 bps                                      | 115 bps                        |
| Reoffer Yield                             | 2.082%                                      | 4.015%                         |
| Coupon (Interest Rate)                    | 1.875%                                      | 3.750%                         |
| Price to Public <sup>2</sup>              | 99.401%                                     | 98.397%                        |
| Gross Fee Spread                          | 0.250%                                      | 0.400%                         |
| Coupon Payment Dates                      | 05/20, 11/20                                | 05/20, 11/20                   |
| 1st Coupon Payment                        | 5/20/2010                                   | 5/20/2010                      |
| Call Provision                            | MWC @ T + 15 bps                            | MWC @ T + 25 bps               |
| CUSIP / ISIN                              | 097023 BB0 / US097023BB05                   | 097023 BC8 / US097023BC87      |
| Notes:                                    |   |                                |

<sup>1</sup> A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

<sup>2</sup> Plus accrued interest, if any, from November 20, 2009

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-877-858-5407 or RBS Securities Inc. toll-free at 1-866-884-2071.