

SEARS MICHAEL M  
Form 4  
October 22, 2002  
SEC Form 4

|                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>FORM 4</b><br><br>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).                                                                                                                    | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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 | <b>OMB APPROVAL</b><br><br>OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden hours per response: . . . . 0.5 |                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 1. Name and Address of Reporting Person*<br><b>Sears, Michael M.</b><br><br>_____<br>(Last) (First) (Middle)<br><b>100 N. Riverside Plaza</b><br><b>M/C 5003-1001</b><br><br>_____<br>(Street)<br><b>Chicago, IL 60606</b><br><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>The Boeing Company BA</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                                                                                                                   | 4. Statement for (Month/Year)<br><b>October 18, 2002</b><br><br>5. If Amendment, Date of Original (Month/Year)                            | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>_____ Director _____ 10%<br>Owner <input checked="" type="checkbox"/> Officer _____<br>Other _____<br>Officer/Other Description <b>Sr. VP and Chief Financial Officer</b><br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Individual Filing<br><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<br>  Price                                            |                                                                             |                                                         |                                                       |
| Common                                                                           | 10/18/2002                           | F                                                 | 11,638.160   D<br>\$28.990                                         | 128,667.390 (1)                                                             | D                                                       |                                                       |
| Common                                                                           | 02/25/2002                           | A   V                                             | 2,702.000   A                                                      | 11,794.210 (1)                                                              | I                                                       | Career Shares                                         |
| Common                                                                           |                                      |                                                   |                                                                    | 8,158.301                                                                   | I                                                       | Boeing 401(k) Plan                                    |
| Common                                                                           |                                      |                                                   |                                                                    | 135.200                                                                     | I                                                       | By PAYSOP                                             |
|                                                                                  |                                      |                                                   |                                                                    |                                                                             |                                                         |                                                       |

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).

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SEC 1474 (3-99)

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required to respond unless the form displays a currently valid OMB number.

**Sears, Michael M. - October 18, 2002**

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(1) Includes adjustments for dividends accrued

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