

BOEING CO  
Form 4  
July 31, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**KOELLNER LAURETTE T**

(Last) (First) (Middle)

100 N. RIVERSIDE PLAZA, M/C  
5003-1001

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BOEING CO [BA]**

3. Date of Earliest Transaction  
(Month/Day/Year)

07/27/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP/Pres. Boeing International

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common	07/27/2007		M		9,336.91 A \$ 0	D	42,156.72
Common	07/27/2007		F		3,940.91 D \$ 0	D	38,215.81
Common	07/30/2007		S		2,590 D \$ 105.25	D	35,625.81
Common	07/30/2007		S		2,100 D \$ 105.27	D	33,525.81
Common	07/30/2007		S		1,200 D \$ 105.3	D	32,325.81
Common	07/30/2007		S		2,200 D \$ 105.31	D	30,125.81
Common	07/30/2007		S		400 D	D	29,725.81

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						\$			
						105.32			
Common	07/30/2007	S	800	D	\$	105.33	28,925.81	D	
Common	07/30/2007	S	100	D	\$	105.34	28,825.81	D	
Common	07/30/2007	S	410	D	\$	105.35	28,415.81	D	
Common	07/30/2007	S	200	D	\$	105.39	28,215.81	D	
Common							10.66	I	Boeing 401(k) Plan
Common							14,513.79	I	Career Shares
Common							41	I	IRA by Husband
Common							84.28	I	PAYSOP

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
2005 Performance Shares	(1)	07/27/2007		M	9,336.91	(2)	02/28/2010	Common	9,336.91

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

KOELLNER LAURETTE T  
100 N. RIVERSIDE PLAZA  
M/C 5003-1001  
CHICAGO, IL 60606

SVP/Pres. Boeing International

## Signatures

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

07/31/2007

\_\_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) Performance shares convert into common stock on a 1-for-1 basis on vesting.  
2005 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified
  - (2) 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) Includes adjustments for dividends accrued.

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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