

BOEING CO  
Form 4  
July 31, 2007

**FORM 4**

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

OMB APPROVAL

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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 | \$     | 28,925.81 | D |                    |
|        |            |   |     |   | 105.33 |           |   |                    |
| Common | 07/30/2007 | S | 100 | D | \$     | 28,825.81 | D |                    |
|        |            |   |     |   | 105.34 |           |   |                    |
| Common | 07/30/2007 | S | 410 | D | \$     | 28,415.81 | D |                    |
|        |            |   |     |   | 105.35 |           |   |                    |
| Common | 07/30/2007 | S | 200 | D | \$     | 28,215.81 | D |                    |
|        |            |   |     |   | 105.39 |           |   |                    |
| 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.

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(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                    | <u>(1)</u>   | 07/27/2007                           |  | M                              | 9,336.91  | <u>(2)</u>   | 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 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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