

STONECIPHER HARRY C

Form 4

October 03, 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>Stonecipher, Harry C.</b><br><br>(Last) (First) (Middle)<br><b>100 N. Riverside Plaza</b><br><b>M/C 5003-1001</b><br><br>(Street)<br><b>Chicago, IL 60606</b><br><br>(City) (State) (Zip) |  | 2. Issuer Name and Ticker or Trading Symbol<br><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><br><b>October 2, 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><input checked="" type="checkbox"/> Director _____ 10%<br>Owner _____<br>Officer _____<br>Other _____<br>Officer/Other Description _____<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                          | 06/28/2002                           | G   V                                             | 12,611.0000   D<br>                                                | 0.0000                                                                      | D                                                       |                                                       |
| Common                          | 06/03/2002                           | F   V                                             | 4,947.9000   D<br>                                                 | 0.0000                                                                      | I                                                       | Career Shares                                         |
| Common                          | 06/28/2002                           | G   V                                             | 12,611.0000   A<br>                                                | 179,220.0000                                                                | I                                                       | H & J Stonecipher Revocable Trust                     |
| Common                          |                                      |                                                   |                                                                    | 3,752.8275                                                                  | I                                                       | Boeing 401(k) Plan                                    |
|                                 |                                      |                                                   |                                                                    |                                                                             |                                                         |                                                       |

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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## Stonecipher, Harry C. - October 2, 2002

## Form 4 (continued)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                                    |                                                    |                                                                        |                                                                                                                     |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                    |                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                             | 2. Conversion or<br>Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>and<br>Voluntary<br>(V)<br>Code<br>(Instr.8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>(D) Of<br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3<br>and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Owner-<br>ship<br>Form of<br>Derivative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) | 11. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr.4) |
|                                                                                                                                                 |                                                                    |                                                    | Code   V                                                               |                                                                                                                     | (DE)   (ED)                                                                  |                                                                              |                                                       |                                                                                                      |                                                                                                    |                                                                   |
| Deferred<br>Compensation<br>Units                                                                                                               | \$0.0000                                                           | 05/09/2002                                         | A   V                                                                  | (A)<br>117.8600<br>(1)                                                                                              |                                                                              | Common -<br>0.0000                                                           |                                                       |                                                                                                      | I                                                                                                  | Deferred<br>Compensation<br>Stock Program                         |
| Deferred<br>Compensation<br>Units                                                                                                               | \$0.0000                                                           | 05/09/2002                                         | A   V                                                                  | (A)<br>471.4500<br>(2)                                                                                              |                                                                              | Common -<br>0.0000                                                           | \$44.8700                                             |                                                                                                      | I                                                                                                  | Deferred<br>Compensation<br>Stock Program                         |
| Deferred<br>Compensation<br>Units                                                                                                               | \$0.0000                                                           | 05/23/2002                                         | A   V                                                                  | (A)<br>120.3400<br>(1)                                                                                              |                                                                              | Common -<br>0.0000                                                           |                                                       |                                                                                                      | I                                                                                                  | Deferred<br>Compensation<br>Stock Program                         |
| Deferred<br>Compensation<br>Units                                                                                                               | \$0.0000                                                           | 05/23/2002                                         | A   V                                                                  | (A)<br>481.3700<br>(2)                                                                                              |                                                                              | Common -<br>0.0000                                                           | \$43.9450                                             |                                                                                                      | I                                                                                                  | Deferred<br>Compensation<br>Stock Program                         |
| Deferred<br>Compensation<br>Units                                                                                                               | \$0.0000                                                           | 06/06/2002                                         | A   V                                                                  | (A)<br>499.5600<br>(2)                                                                                              |                                                                              | Common -<br>0.0000                                                           | \$42.3450                                             |                                                                                                      | I                                                                                                  | Deferred<br>Compensation<br>Stock Program                         |
| Deferred<br>Compensation<br>Units                                                                                                               | \$0.0000                                                           | 06/06/2002                                         | A   V                                                                  | (A)<br>124.8900<br>(1)                                                                                              |                                                                              | Common -<br>0.0000                                                           |                                                       |                                                                                                      | I                                                                                                  | Deferred<br>Compensation<br>Stock Program                         |
| Deferred<br>Compensation<br>Units                                                                                                               | \$0.0000                                                           | 06/20/2002                                         | A   V                                                                  | (A)<br>12.0900 (1)                                                                                                  |                                                                              | Common -<br>0.0000                                                           |                                                       |                                                                                                      | I                                                                                                  | Deferred<br>Compensation<br>Stock Program                         |
| Deferred<br>Compensation<br>Units                                                                                                               | \$0.0000                                                           | 06/20/2002                                         | A   V                                                                  | (A)<br>48.3500 (2)                                                                                                  |                                                                              | Common -<br>0.0000                                                           | \$43.7550                                             | 424,711.4100                                                                                         | I                                                                                                  | Deferred<br>Compensation<br>Stock Program                         |
| Phantom Stock<br>Units                                                                                                                          | 1 for 1                                                            | 07/01/2002                                         | A   V                                                                  | (A)<br>495.3200<br>(3)                                                                                              |                                                                              | Common -<br>495.3200                                                         | \$44.9200                                             |                                                                                                      | D                                                                                                  |                                                                   |
| Phantom Stock<br>Units                                                                                                                          | 1 for 1                                                            | 07/01/2002                                         | A   V                                                                  | (A)<br>123.8400<br>(4)                                                                                              |                                                                              | Common -<br>123.8400                                                         |                                                       |                                                                                                      | D                                                                                                  |                                                                   |
| Phantom Stock<br>Units                                                                                                                          | 1 for 1                                                            | 10/01/2002                                         | A   V                                                                  | (A)<br>604.8100<br>(3)                                                                                              |                                                                              | Common -<br>604.8100                                                         | \$35.1350                                             |                                                                                                      | D                                                                                                  |                                                                   |
| Phantom Stock<br>Units                                                                                                                          | 1 for 1                                                            | 10/01/2002                                         | A   V                                                                  | (A)<br>151.2025<br>(4)                                                                                              |                                                                              | Common -<br>151.2025                                                         |                                                       | 1,377.9825                                                                                           | D                                                                                                  |                                                                   |
|                                                                                                                                                 |                                                                    |                                                    |                                                                        |                                                                                                                     |                                                                              |                                                                              |                                                       |                                                                                                      |                                                                                                    |                                                                   |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts **By: James C. Johnson by POA**  
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

10-02-2002

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of  
which must be manually signed. If space is  
insufficient,

**Power of Attorney**

See Instruction 6 for procedure.

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Potential persons who are to respond to the  
collection of information contained in this form  
are not

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

**Stonecipher, Harry C. - October 2, 2002**

**Form 4 (continued)**

**FOOTNOTE Descriptions for The Boeing Company BA**

Form 4 - October 2, 2002

**Harry C. Stonecipher  
100 N. Riverside Plaza  
M/C 5003-1001  
Chicago, IL 60606**

**Explanation of responses:**

- (1) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.
- (2) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.
- (3) Phantom stock purchased by reporting person pursuant to salary deferral under the Company's Deferred Compensation Plan.
- (4) Shares allocated to reporting person's Phantom Stock Unit account based on 25% match by employer to the number of stock units deferred by the reporting person.

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