

BOEING CO

Form 4

November 22, 2002

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|--|--|---|--|--|--|
| <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><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 |   |  |  | OMB APPROVAL<br><br><hr/> OMB Number:<br>3235-0287<br>Expires: December 31, 2001<br>Estimated average burden<br>hours per response. . . .<br>0.5 |
| 1. Name and Address of Reporting Person*<br><b>Palmer, James F.</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>The Boeing Company</b><br><b>100 N. Riverside Plaza, M/C 5003-1001</b><br><br><div style="text-align: center;">(Street)</div> <b>Chicago, IL 60606</b><br><br><div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 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>November 22, 2002</b><br><br>5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer<br><br><div style="text-align: center;">(Check all applicable)</div> <div style="display: flex; justify-content: space-between;"> <span>_____ Director _____ 10%</span> </div> Owner <input checked="" type="checkbox"/> Officer _____ Other _____<br><br>Officer/Other Description <b><u>Sr. VP &amp; President of Boeing Capital Corporation</u></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. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      | Code   V  | Amount   A/D<br>  Price  |   |  |   |
|  |                                      |   |  |   |  |   |

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 SEC 1474 (3-99)

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**Palmer, James F. - November 22, 2002**
**Form 4 (continued)**

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Deri-<br>vative<br>Security | 3. Transaction<br>Date<br><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><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>Deriv-<br>ative<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 I V   |   | (DE) I (ED)  |  |   |  |   |   |
| Deferred<br>Compensation<br>Units                   | \$0.00   | 11/21/2002   | A<br>I &nbsp;nbsp;nbsp;  | (A)<br>62.0900 (1)  |  | Common -<br>0.0000   | \$32.52   |  | I   | Deferred<br>Compensation<br>Stock Program                         |
| Deferred<br>Compensation<br>Units                   | \$0.00   | 11/21/2002   | A<br>I &nbsp;nbsp;nbsp;  | (A)<br>15.5200 (2)  |  | Common -<br>0.0000   |   | 45,361.3900  | I   | Deferred<br>Compensation<br>Stock Program                         |
|   |  |  |  |   |  |  |   |  |   |   |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

s/ James C. Johnson, POA  
11-22-2002

\*\* Signature of Reporting Person  
Date

James F. Palmer

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.

Page 2  
SEC 1474 (3-99)

Palmer, James F. - November 22, 2002

Form 4 (continued)

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| <p align="center"><b>FOOTNOTE Descriptions for The Boeing Company BA</b></p> <p align="center">Form 4 - November 22, 2002</p> <p>James F. Palmer<br/>The Boeing Company<br/>100 N. Riverside Plaza, M/C 5003-1001<br/>Chicago, IL 60606</p> <hr/> <p>Explanation of responses:</p> <p>(1) Phantom stock units acquired under the company's Deferred Compensation Plan through salary deferral.</p> <p>(2) Salary match shares of phantom stock allocated to the reporting person's account under the Company's Deferred Compensation Plan.</p> |
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Page 3