

MCDONNELL JOHN F  
 Form 5  
 February 14, 2007

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 MCDONNELL JOHN F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2006

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

1034 SOUTH BRENTWOOD BLVD., SUITE 1860

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ST. LOUIS, MO 631171229

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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)<br>(Instr. 3, 4 and 5) |        |       | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|--------|-------|--|--|---|
|                                 |                                      |  |                                | (A) Amount   | or (D) | Price |  |  |   |
| Common                          | 05/08/2006                           | ^  | G                              | 1,496  | D      | \$ 0  | 695,080  | D  | ^   |
| Common                          | 05/09/2006                           | ^  | G                              | 11,571   | D      | \$ 0  | 683,509  | D  | ^   |
| Common                          | ^                                    | ^  | ^                              | ^  | ^      | ^     | 21,700   | I  | Family Trust 22                                       |
| Common                          | ^                                    | ^  | ^                              | ^  | ^      | ^     | 1,217,863  | I  | Family Trust 23                                       |
| Common                          | ^                                    | ^  | ^                              | ^  | ^      | ^     | 230,806  | I  | Family Trust 26                                       |

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|        |            |   |   |        |   |      |            |   |                    |
|--------|------------|---|---|--------|---|------|------------|---|--------------------|
| Common | Â          | Â | Â | Â      | Â | Â    | 270,452    | I | Family Trust 30    |
| Common | Â          | Â | Â | Â      | Â | Â    | 471,700    | I | Family Trust 31    |
| Common | Â          | Â | Â | Â      | Â | Â    | 750,000    | I | Family Trust 32    |
| Common | 11/03/2006 | Â | G | 18,425 | D | \$ 0 | 665,084    | D | Â                  |
| Common | 11/03/2006 | Â | G | 16,675 | D | \$ 0 | 648,409    | D | Â                  |
| Common | 11/07/2006 | Â | G | 1,206  | D | \$ 0 | 647,203    | D | Â                  |
| Common | 11/10/2006 | Â | G | 2,351  | D | \$ 0 | 644,852    | D | Â                  |
| Common | Â          | Â | Â | Â      | Â | Â    | 171,582.51 | I | Boeing 401(k) Plan |
| Common | Â          | Â | Â | Â      | Â | Â    | 171,485    | I | Family Trust 01    |
| Common | Â          | Â | Â | Â      | Â | Â    | 29,890     | I | Family Trust 02    |
| Common | Â          | Â | Â | Â      | Â | Â    | 27,798     | I | Family Trust 03    |
| Common | Â          | Â | Â | Â      | Â | Â    | 56,790     | I | Family Trust 04    |
| Common | Â          | Â | Â | Â      | Â | Â    | 58,699     | I | Family Trust 05    |
| Common | Â          | Â | Â | Â      | Â | Â    | 27,798     | I | Family Trust 06    |
| Common | Â          | Â | Â | Â      | Â | Â    | 56,790     | I | Family Trust 07    |
| Common | Â          | Â | Â | Â      | Â | Â    | 58,699     | I | Family Trust 08    |
| Common | Â          | Â | Â | Â      | Â | Â    | 27,798     | I | Family Trust 09    |
| Common | Â          | Â | Â | Â      | Â | Â    | 56,790     | I | Family Trust 10    |
| Common | Â          | Â | Â | Â      | Â | Â    | 27,798     | I | Family Trust 11    |
| Common | Â          | Â | Â | Â      | Â | Â    | 55,207     | I | Family Trust 12    |
| Common | Â          | Â | Â | Â      | Â | Â    | 56,790     | I | Family Trust 13    |
| Common | Â          | Â | Â | Â      | Â | Â    | 27,798     | I | Family             |

