

MCDONNELL JOHN F

Form 4

May 03, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

1034 SOUTH BRENTWOOD
BLVD., SUITE 1860

(Street)

ST. LOUIS, MO 631171229

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2007

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)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common	05/02/2007		J		29,890 ⁽¹⁾	D	\$ 0 0	I	Family Trust 02
Common	05/02/2007		J		27,798 ⁽¹⁾	D	\$ 0 0	I	Family Trust 03
Common	05/02/2007		J		56,790 ⁽¹⁾	D	\$ 0 0	I	Family Trust 04
Common	05/02/2007		J		58,699 ⁽¹⁾	D	\$ 0 0	I	Family Trust 05
Common	05/02/2007		J		27,798 ⁽¹⁾	D	\$ 0 0	I	Family Trust 06

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Common	05/02/2007	J	56,790 ⁽¹⁾	D	\$ 0	0	I	Family Trust 07
Common	05/02/2007	J	58,699 ⁽¹⁾	D	\$ 0	0	I	Family Trust 08
Common	05/02/2007	J	27,798 ⁽¹⁾	D	\$ 0	0	I	Family Trust 09
Common	05/02/2007	J	56,790 ⁽¹⁾	D	\$ 0	0	I	Family Trust 10
Common	05/02/2007	J	27,798 ⁽¹⁾	D	\$ 0	0	I	Family Trust 11
Common	05/02/2007	J	55,207 ⁽¹⁾	D	\$ 0	0	I	Family Trust 12
Common	05/02/2007	J	56,790 ⁽¹⁾	D	\$ 0	0	I	Family Trust 13
Common	05/02/2007	J	27,798 ⁽¹⁾	D	\$ 0	0	I	Family Trust 14
Common	05/02/2007	J	55,207 ⁽¹⁾	D	\$ 0	0	I	Family Trust 15
Common	05/02/2007	J	56,790 ⁽¹⁾	D	\$ 0	0	I	Family Trust 16
Common	05/02/2007	J	1,217,863 ⁽¹⁾	D	\$ 0	0	I	Family Trust 23
Common						176,406 ⁽²⁾ <u>⁽³⁾</u>	D	
Common						0 ⁽²⁾	I	Boeing 401(k) Plan
Common						171,485	I	Family Trust 01
Common						21,700	I	Family Trust 22
Common						230,806	I	Family Trust 26
Common						270,452	I	Family Trust 30
Common						471,700	I	Family Trust 31
Common						750,000	I	Family Trust 32
Common						640,000 ⁽³⁾	I	Family Trust 33

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCDONNELL JOHN F 1034 SOUTH BRENTWOOD BLVD. SUITE 1860 ST. LOUIS, MO 631171229	X

Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact 05/03/2007

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) The reporting person (or his spouse) no longer serves as trustee of this trust.
- (2) Ownership reflects distribution of the entire balance of 171,554 shares from the reporting person's account in Boeing's 401(k) plan to the reporting person.
- (3) Reflects contribution of 640,000 shares previously directly owned to a grantor retained annuity trust (Family Trust 33) of which the reporting person is sole trustee and income beneficiary.

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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